

CIT GROUP INC  
Form 8-K  
February 21, 2007

OMB Approval  
OMB Number: 3235-0060  
Expires: April 30, 2009  
Estimated average burden  
hours per response....5.0

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**February 21, 2007 (February 20, 2007)**  
Date of Report (Date of earliest event reported)

**CIT GROUP INC.**  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| <b>Delaware</b><br>(State or other jurisdiction of incorporation) | <b>001-31369</b><br>(Commission File Number) | <b>65-1051192</b><br>(I.R.S. Employer Identification No.) |
|---|--|---|

**505 Fifth Avenue**

**New York, New York 10017**  
(Address of principal executive offices, including zip code)  
**(212) 771-0505**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or address, if changed since last report)

Exhibit Index Appears on Page 4.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SEC 873 (11-06)

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Section 8 Other Events**

**Item 8.01 Other Events.**

On February 20, 2007, CIT Group Inc. ( CIT ) made available to investors a pricing supplement no. 23, dated February 20, 2007, a prospectus supplement, dated February 10, 2006 and a prospectus, dated January 19, 2006, with respect to the issuance of CIT's 5.000% Senior Notes due March 15, 2009 (the 2009 5.000% Senior Notes ), the 5.000% Senior Notes due March 15, 2011 (the 2011 5.000% Senior Notes ), the 5.750% Senior Notes due March 15, 2017 (the 5.750% Senior Notes ) and the 5.900% Senior Notes due March 15, 2022 (the 5.900% Senior Notes and, together with the 2009 5.000% Senior Notes, the 2011 5.000% Senior Notes and the 5.750% Senior Notes, the Notes ) pursuant to an indenture, dated as of January 20, 2006, between CIT and JPMorgan Chase Bank, N.A., as trustee (the Base Indenture ), as amended and supplemented by a First Supplemental Indenture, dated as of February 13, 2007, between CIT and The Bank of New York, as successor Trustee (the First Supplemental Indenture, and together with the Base Indenture, the Indenture ). CIT filed a form of the Base Indenture as Exhibit 4.3 to its shelf registration statement (File No. 333-131159), filed under the Securities Act of 1933, as amended, with the Securities and Exchange Commission (the Commission ) on January 20, 2006 and the First Supplemental Indenture as Exhibit 4.1 to its report on Form 8-K, dated February 6, 2007, filed with the Commission on February 13, 2007.

In connection with the issuance of the Notes, John P. Sirico, II, a Vice President and Assistant General Counsel of CIT, has delivered an opinion to CIT, dated February 20, 2007, regarding the legality of the notes upon issuance and sale thereof on March 1, 2007. A copy of the opinion as to legality is attached as Exhibit 5.1 hereto.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed or furnished herewith:

5.1 Opinion of CIT

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CIT GROUP INC.**

Dated: February 21, 2007

By: /s/ Glenn A. Votek  
Name: Glenn A. Votek  
Title: Executive Vice President & Treasurer

**EXHIBIT INDEX**

| Exhibit Number | Description    |
|----------------|----------------|
| 5.1            | Opinion of CIT |