

Edgar Filing: CIT GROUP INC - Form S-3

CIT GROUP INC
Form S-3
October 28, 2004

As filed with the Securities and Exchange Commission on October 27, 2004
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CIT GROUP INC.
(Exact name of Registrant as specified in its charter)
Delaware 65-1051192
(State of Incorporation) (I.R.S. Employer Identification Number)

1 CIT Drive
Livingston, New Jersey 07039
(Address Including Zip Code, and Telephone Number, Including Area Code
of Registrant's Principal Executive Offices)

Robert J. Ingato
Executive Vice President and General Counsel
1 CIT Drive
Livingston, New Jersey 07039
(973) 740-5000
(Name, Address, Including Zip Code, and Telephone Number, Including
Area Code, of Agent for Service)

COPIES TO:

Rohan S. Weerasinghe	Meredith B. Cross
Michael J. Schiavone	Erika L. Robinson
Shearman & Sterling LLP	Wilmer Cutler Pickering Hale and Dorr LLP
599 Lexington Avenue	2445 M Street, N.W.
New York, NY 10022	Washington, D.C. 20037
(212) 848-4000	(202) 663-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the "Securities Act") other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-103966

If this Form is a post-effective amendment filed pursuant to Rule

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462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_| _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |_|

Calculation of Registration Fee

Title of each class of securities to be registered	Proposed maximum aggregate offering price(1)
Senior Debt Securities	\$12,466,000

(1) Estimated for the sole purpose of computing the registration fee pursuant to Rule 457 under the Securities Act of 1933.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature pages, an exhibit index and certain exhibits. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3 (File No. 333-103966) (the "Original Form S-3") of CIT Group Inc., including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference in this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned on October 27, 2004.

CIT Group Inc.

By: _____
*
Name: Joseph M. Leone
Title: Vice Chairman and Chief
Financial Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity
<p style="text-align: center;">/s/ Jeffrey M. Peek (Jeffrey M. Peek)</p>	<p>President and Chief Executive Officer and Director (Principal Executive Officer)</p>
<p style="text-align: center;">* (Joseph M. Leone)</p>	<p>Vice Chairman and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">/s/ William J. Taylor (William J. Taylor)</p>	<p>Executive Vice President and Controller (Principal Accounting Officer)</p>
<p style="text-align: center;">* (Albert R. Gamper, Jr.)</p>	<p>Chairman of the Board</p>
<p style="text-align: center;">/s/ Gary C. Butler (Gary C. Butler)</p>	<p>Director</p>
<p style="text-align: center;">* (William A. Farlinger)</p>	<p>Director</p>
<p style="text-align: center;">/s/ William M. Freeman (William M. Freeman)</p>	<p>Director</p>
<p style="text-align: center;">* (Hon. Thomas H. Kean)</p>	<p>Director</p>
<p style="text-align: center;">* Edward J. Kelly, III</p>	<p>Director</p>
<p style="text-align: center;">* (Marianne Miller Parrs)</p>	<p>Director</p>
<p style="text-align: center;">* (John R. Ryan)</p>	<p>Director</p>
<p style="text-align: center;">* </p>	<p>Director</p>

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(Peter J. Tobin)

*

Director

(Lois M. Van Deusen)

*By: /s/ Robert J. Ingato

Robert J. Ingato
Attorney-in-Fact

EXHIBIT INDEX

Exhibit No. -----	Description -----
5.1	Opinion of Shearman & Sterling LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Shearman & Sterling (included in its opinion delivered under Exhibit No. 5.1)
24.1*	Powers of attorney (contained on the signature page of the Original Form S-3)

* Previously filed.