

CIT GROUP INC  
Form SC TO-I/A  
December 16, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO  
(AMENDMENT NO. 3)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

**CIT GROUP INC.**

*(Name of Subject Company (Issuer) and Filing Person (Offeror))*

**Equity Units, in the form of Corporate Units, stated amount \$25.00 per unit**  
*(Title of Class of Securities)*

**125581108**

*(CUSIP Number of Class of Securities)*

**Robert J. Ingato**  
**Executive Vice President and General Counsel**  
**CIT Group Inc.**  
**505 Fifth Avenue**  
**New York, NY, 10017**  
**Telephone: (212) 771-0505**

*(Name, address and telephone number of person authorized to receive notices  
and communications on behalf of filing persons)*

*Copies to:*

**David E. Shapiro, Esq.**  
**Benjamin M. Roth, Esq.**  
**Wachtell, Lipton, Rosen & Katz**  
**51 West 52<sup>nd</sup> Street**  
**New York, New York 10019**  
**Telephone: (212) 403-1000**  
**Facsimile: (212) 403-2000**

**CALCULATION OF FILING FEE**

Transaction Valuation*	Amount of Filing Fee**
\$168,360,000	\$6,616.55

\* This valuation assumes the exchange of 27,600,000 corporate units of CIT Group Inc. ( CIT ), stated amount \$25.00 per unit, for cash and shares of common stock of CIT, par value \$0.01 per share. Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the average of the high and low prices of CIT corporate units of \$6.10 as of November 14, 2008 as reported on the New York Stock Exchange.

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\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended by Fee Rate Advisory #6 for Fiscal Year 2008, effective December 31, 2007, equals \$39.30 for each \$1,000,000 of the value of the transaction.

ý Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,616.55

Form or Registration No.: Schedule TO

Filing Party: CIT Group Inc.

Date Filed: November 20, 2008

“ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

“ Check the appropriate boxes below to designate any transaction to which the statement relates:

“  third party tender offer subject to Rule 14d-1.

ý  issuer tender offer subject to Rule 13e-4.

“  going private transaction subject to Rule 13e-3.

“  amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: “

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**INTRODUCTION**

This Amendment No. 3 amends and supplements the Schedule TO (the Schedule TO ) originally filed by CIT Group Inc., a Delaware corporation ( CIT ) with the Securities and Exchange Commission (the SEC ) on November 18, 2008, as amended by Amendment No. 1 filed with the SEC on November 18, 2008, and Amendment No.2 filed with the SEC on November 20, 2008, in connection with an offer by CIT to exchange any and all of its equity units, stated amount \$25.00 per unit, in the form of corporate units (the corporate units ) comprised of (i) a purchase contract obligating the holder to purchase from CIT shares of CIT s common stock, par value \$0.01 per share (the common stock ) and (ii) a 1/40 or 2.5% undivided beneficial interest in a \$1,000 aggregate principal amount 7.50% senior note due November 15, 2015 for \$4.00 cash (which includes the accrued and unpaid contract adjustment payments with respect to the purchase contract) and 0.7147 shares of CIT common stock per corporate unit, plus accrued but unpaid interest.

***Amendment to Item 11 Additional Information.***

Item 11 of the Schedule TO is hereby amended by adding the following:

(c) On December 16, 2008, the Company issued a press release announcing the preliminary results of the offer to exchange. A copy of the press release is filed as Exhibit (a)(5)(B) and is incorporated herein by reference.

***Amendment to Item 12 Exhibits.***

Item 12 of the Schedule TO is hereby amended by renumbering exhibit (a)(5) to (a)(5)(A), as shown below, and adding the following exhibit (a)(5)(B).

a)(5)(A) Press Release, dated November 17, 2008, incorporated herein by reference to Exhibit 99.1 filed with CIT's Current Report on Form 8-K filed with the SEC on November 17, 2008.

a)(5)(B) Press Release, dated December 16, 2008.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 16, 2008

**CIT GROUP INC.**

By: /s/ Glenn Votek \_\_\_\_\_

Name: Glenn Votek

Title: Executive Vice President and Treasurer

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### EXHIBIT LIST

- \* (a)(1)(A) Offer to Exchange, dated November 17, 2008.
- \* (a)(1)(B) Form of Letter of Transmittal.
- (a)(5)(A) Press Release, dated November 17, 2008, incorporated herein by reference to Exhibit 99.1 filed with CIT's Current Report on Form 8-K filed with the SEC on November 17, 2008.
- (a)(5)(B) Press Release, dated December 16, 2008.
- (d)(1) Underwriting Agreement, dated October 17, 2007, among CIT and Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc., as representatives of the several underwriters listed on Schedule I thereto, incorporated herein by reference to Exhibit 1.1 filed with CIT's Current Report on Form 8-K filed with the SEC on October 23, 2007.
- (d)(2) Purchase Contract and Pledge Agreement, dated October 23, 2007, between CIT and The Bank of New York as Collateral Agent, Custodial Agent and Securities Intermediary and The Bank of New York as Purchase Contract Agent, incorporated herein by reference to Exhibit 4.1 filed with CIT's Current Report on Form 8-K filed with the SEC on October 23, 2007.
- (d)(3) Form of Corporate Units and Treasury Units, incorporated herein by reference to Exhibit 4.2 filed with CIT's Current Report on Form 8-K filed with the SEC on October 23, 2007.
- (d)(4) Second Supplemental Indenture dated October 23, 2007 between CIT and The Bank of New York, as Trustee, incorporated herein by reference to Exhibit 4.3 filed with CIT's Current Report on Form 8-K filed with the SEC on October 23, 2007.
- (d)(5) Form of 7.50% senior notes due November 15, 2015 of CIT, incorporated herein by reference to Exhibit 4.4 filed with CIT's Current Report on Form 8-K filed with the SEC on October 23, 2007.
- (d)(6) Remarketing Agreement dated October 23, 2007 between CIT, The Bank of New York as collateral agent, Morgan Stanley & Co. Incorporated and Citigroup Global Markets Inc. as Remarketing Agents, incorporated herein by reference to Exhibit 4.5 filed with CIT's Current Report on Form 8-K filed with the SEC on October 23, 2007.

\*Previously filed with the Schedule TO

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