

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

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

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COPIES TO:

Rohan S. Weerasinghe  
Michael J. Schiavone  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, NY 10022  
(212) 848-4000

Meredith B. Cross  
Erika L. Robinson  
Wilmer Cutler Pickering Hale and Dorr LLP  
2445 M Street, N.W.  
Washington, D.C. 20037  
(202) 663-6000

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

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(Peter J. Tobin)

\*

Director

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(Lois M. Van Deusen)

\*By: /s/ Robert J. Ingato

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Robert J. Ingato  
Attorney-in-Fact

EXHIBIT INDEX

| Exhibit<br>No.<br>----- | Description<br>-----                                                                     |
|-------------------------|------------------------------------------------------------------------------------------|
| 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.