

CIT GROUP INC  
Form 424B2  
June 07, 2006

Rule 424(b)(2)  
Registration Statement No. 333-131159  
CUSIP 125577AW6; ISIN US125577AW67; Common Code 025765737

PRICING SUPPLEMENT NO. 9  
Dated June 5, 2006 to  
Prospectus, dated January 19, 2006 and  
Prospectus Supplement, dated January 20, 2006

**\$1,000,000,000**

**CIT GROUP Inc.**  
**\$1,000,000,000 Floating Rate Senior Notes Due June 8, 2009**

*Joint Lead Managers*

**Credit Suisse**

**Deutsche Bank Securities**

**RBS Greenwich Capital**

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*Co-Manager*

**Blaylock & Company, Inc.**

**Calculation of Registration Fee**

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| <b>Title of Each Class of Securities to be Registered</b> | <b>Amount to be Registered</b> | <b>Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee (1)</b> |
|---|--------------------------------|---|---------------------------------------|
| Floating Rate Senior Notes due June 8, 2009               | \$ 1,000,000,000               | 100.000%                                | \$ 107,000                            |

(1) This Registration Fee is calculated pursuant to Rule 457(o) under the Securities Act.

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**Maximum Interest Rate for the Floating Rate Notes:** Maximum rate permitted by New York law.

**Minimum Interest Rate for the Floating Rate Notes:** 0.0%.

**Exchange Listing:** None.

**Other Provisions:** LIBOR Telerate means the rate for deposits in U.S. dollars having the Index Maturity specified above which appears on the Telerate Page 3750 (defined below) as of 11:00 a.m., London time, on the applicable Interest Determination Date.

Telerate Page 3750 means the display page designated as page 3750 on the Moneyline Telerate service (or such other page as may replace page 3750 on that service for the purpose of displaying London Interbank Offered Rates).

Business Day means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are authorized or required by law or regulation (including any executive order) to close in The City of New York, and a day that is also a London Business Day.

London Business Day means any day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

**Trustee, Registrar, Authenticating Agent, U.S. Calculation Agent and U.S. Paying Agent:** JPMorgan Chase Bank, N.A.

**CUSIP:** 125577AW6

**ISIN:** US125577AW67

**Common Code:** 025765737.

**PLAN OF DISTRIBUTION**

We have entered into a terms agreement, dated as of June 5, 2006, with the Underwriters named below. Subject to the terms and conditions set forth in the terms agreement, we have agreed to sell to each of the Underwriters, and each of the Underwriters has severally agreed to purchase, the principal amount of Notes set forth opposite its name below:

| <u>Underwriters of Notes</u>       | <u>Principal Amount</u> |
|------------------------------------|-------------------------|
| Credit Suisse Securities (USA) LLC | \$ 313,334,000          |
| Deutsche Bank Securities Inc.      | 313,333,000             |
| Greenwich Capital Markets, Inc.    | 313,333,000             |
| Blaylock & Company, Inc.           | 60,000,000              |
| <b>Total</b>                       | <b>\$ 1,000,000,000</b> |

We have been advised by the Underwriters that they propose initially to offer the Notes to the public at the public offering prices set forth on page one of this pricing supplement, and to certain dealers at a price less a concession not in excess of 0.9% of the principal amount of the Notes. The Underwriters may allow, and the dealers may reallow, a concession to certain other dealers not in excess of 0.5% of the principal amount of the Notes. After the initial public offering, the public offering prices and these concessions may be changed from time to time.

The Notes are a new issue of securities with no established trading market. The Underwriters have advised us that they intend to make a market in the Notes, but the Underwriters are not obligated to do so and may discontinue any market making at any time without notice. The trading market for the Notes may not be liquid.

The terms agreement provides that the obligations of the Underwriters are subject to certain conditions precedent and that the Underwriters will purchase all the Notes if any are purchased.

In connection with this offering, some or all of the Underwriters and their respective affiliates may engage in transactions that stabilize, maintain, or otherwise affect the market price of the Notes. Those transactions may include stabilization transactions effected in accordance with Rule 104 of Regulation M under the Securities Exchange Act of 1934, pursuant to which those Underwriters and affiliates may bid for or purchase Notes for the purpose of stabilizing the market price. The Underwriters also may create a short position for the account of the Underwriters by selling more Notes in connection with this offering than they are committed to purchase from us. In that case, the Underwriters may purchase Notes in the open market following completion of this offering to cover their short position. Any of the transactions described in this paragraph may result in the maintenance of price of the Notes at a level above that which might otherwise prevail in the open market. None of the transactions described in this paragraph is required, and, if they are undertaken, they may be discontinued at any time.

Other than this pricing supplement, the accompanying prospectus and prospectus supplement, the registration statement of which they form a part and the issuer free writing prospectus (collectively, the Offering Documents ) (each in electronic format as filed with the SEC), the information on any web site is not a part of the Offering Documents.

Some or all of the Underwriters or their affiliates have provided and will in the future continue to provide banking and/or other financial services to CIT and its subsidiaries.

The terms agreement provides that CIT will indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, or contribute to payments the Underwriters may be required to make in respect thereof.

**OFFERING RESTRICTIONS**

***People's Republic of China***

Each Underwriter has represented and agreed that it has not and will not circulate or distribute this pricing supplement in the People's Republic of China (PRC) and it has not offered or sold, and will not offer or sell to any person for re-offering or resale, directly or indirectly, any Notes to any resident of the PRC except pursuant to applicable laws and regulations of the PRC. For the purpose of this paragraph, PRC does not include Hong Kong, Macau and Taiwan. Neither this pricing supplement nor any advertisement or other offering material may be distributed or published and no offer or sale of any Notes may be made in the PRC, except under circumstances that will result in compliance with applicable laws and regulations.

***The United Arab Emirates***

Each Underwriter has represented and agreed that it has not offered or sold, and will not offer or sell, directly or indirectly, any of the Notes in the United Arab Emirates, except (i) in compliance with all applicable laws and regulations of the United Arab Emirates, and (ii) through persons or corporate entities authorized and licensed to provide investment advice and/or engage in brokerage activity and/or trade in respect of foreign securities in the United Arab Emirates.