

CIT GROUP INC  
Form 8-K  
May 24, 2006

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**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

**May 24, 2006 (May 22, 2006)**

Date of Report (Date of earliest event reported)

**CIT GROUP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-31369**

(Commission File Number)

**65-1051192**

(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)

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**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 (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SEC 873 (05-06)

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**Section 8 Other Events**

**Item 8.01 Other Events**

On May 22, 2006 CIT Group Inc. ( CIT ) made available to investors a pricing supplement no. 7, dated May 22, 2006, a prospectus supplement, dated February 10, 2006 and a prospectus, dated January 19, 2006, with respect to the issuance of CIT 's 5.150% Senior Notes due June 15, 2008 (the 5.150% Senior Notes ), the 5.300% Senior Notes due June 5, 2010 (the 5.300% Senior Notes ) and the 6.100% Senior Notes due June 15, 2016 (the 5.150% Senior Notes and together with the 5.300% Senior Notes and the 6.100% Senior Notes, the Notes ) pursuant to an indenture, dated as of January 20, 2006, between CIT and JPMorgan Chase Bank, N.A., as Trustee, which CIT filed as an exhibit to its shelf registration statement (File No. 333-131159), filed under the Securities Act of 1933, as amended, with the Securities and Exchange Commission on January 20, 2006.

In connection with the issuance of the Notes, James P. Shanahan, a Senior Vice President and Associate General Counsel of CIT has delivered an opinion to CIT, dated May 22, 2006, regarding the legality of the notes upon issuance and sale thereof on June 8, 2006. 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**

- (c) Exhibits  
The following exhibits are filed or furnished  
herewith:  
5.1 Opinion of CIT

**SIGNATURE**

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

**CIT GROUP INC.**

Dated: May 24, 2006

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

**EXHIBIT INDEX**

Exhibit Number	Description
5.1	Opinion of CIT

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