

CIT GROUP INC
Form 8-K
July 25, 2006

OMB Approval
OMB Number: 3235-0060
Expires: January 31, 2008
Estimated average burden
hours per response....38.0

**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**

July 25, 2006 (July 24, 2006)

Date of Report (Date of earliest event reported)

CIT GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware

001-31369

65-1051192

(State or other jurisdiction of incorporation)

(Commission File Number)

(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)

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:

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)

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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 (11-05)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Section 8 Other Events

Item 8.01 Other Events.

On July 24, 2006, CIT Group Inc. (CIT) made available to investors a pricing supplement no. 9, dated July 24, 2006, a prospectus supplement, dated February 10, 2006 and a prospectus, dated January 19, 2006, with respect to the issuance of CIT s 5.300% Senior Notes due August 15, 2008 (the 5.300% Senior Notes), the 5.450% Senior Notes due August 15, 2010 (the 5.450% Senior Notes), the 6.200% Senior Notes due August 15, 2016 (the 6.200% Senior Notes) and the 6.350% Senior Notes due August 15, 2021 (the 6.350% Senior Notes and together with the 5.300% Senior Notes, the 5.450% Senior Notes and the 6.200% 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, John P. Sirico, II, a Vice President and Assistant General Counsel of CIT has delivered an opinion to CIT, dated July 24, 2006, regarding the legality of the notes upon issuance and sale thereof on August 10, 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

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SIGNATURE

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

CIT GROUP INC.

Dated: July 25, 2006

By: /s/ Glenn A. Votek

Name: Glenn A. Votek

Title: Executive Vice President & Treasurer

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EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|----------------|
| 5.1 | Opinion of CIT |