

CIT GROUP INC  
Form S-8 POS  
December 11, 2009

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8/A  
POST-EFFECTIVE AMENDMENT NO. 2  
TO  
REGISTRATION STATEMENT 333-97275  
POST-EFFECTIVE AMENDMENT NO. 1  
TO  
REGISTRATION STATEMENTS 333-97259 AND 333-136454  
UNDER  
THE SECURITIES ACT OF 1933**

**CIT GROUP INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

65-1051192  
(I.R.S. Employer  
Identification No.)

505 Fifth Avenue  
New York, New York  
(Address of Principal Executive Offices)

10017  
(Zip Code)

**CIT GROUP INC. LONG-TERM INCENTIVE PLAN  
CIT GROUP INC. EMPLOYEE STOCK PURCHASE PLAN  
(Full Title of the Plans)**

**Robert J. Ingato, Esq.  
Executive Vice President and General Counsel**

505 Fifth Avenue  
New York, New York 10017  
(Name and Address of Agent For Service)

(212) 771-0505  
(Telephone Number, Including Area Code, of Agent For Service)

**DEREGISTRATION OF SECURITIES**

On December 10, 2009, CIT Group Inc., a Delaware corporation (the Company ) emerged from Chapter 11 proceedings pursuant to the Modified Second Amended Prepackaged Plan of Reorganization of CIT Group Inc. and CIT Group Funding Company of Delaware LLC (the Prepackaged Plan ). The Prepackaged Plan was confirmed by an order of the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court ) on December 8, 2009.

As of the effective time of the Prepackaged Plan, the Company s common stock, par value \$0.01 per share (the Old Common Stock ) was canceled. As a result, the Company has terminated all offerings of its Old Common Stock pursuant to its existing registration statements, including the Company s Registration Statements on Form S-8 (File Nos. 333-136454, 333-97275 and 333-97259) (the Registration Statements ). In accordance with an undertaking made by the Company in its Registration Statements to remove from registration, by means of a post-effective amendment, any shares of the Company s Old Common Stock which remain unsold at the termination of the offering, the Company hereby removes from registration all shares of its Old Common Stock under the Registration Statement which remained unissued as of the effective time of the Prepackaged Plan.

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## SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on this 7th day of December, 2009.

CIT GROUP INC.

By: /s/ Robert J. Ingato  
 Robert J. Ingato  
 Executive Vice President and General  
 Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature  | Title  | Date                |
|--|--|---------------------|
| /s/ Jeffrey M. Peek<br>Jeffrey M. Peek             | Chief Executive Officer and Director<br>(Principal Executive Officer)      | December 7,<br>2009 |
| /s/ Joseph M. Leone<br>Joseph M. Leone             | Vice Chairman and Chief Financial Officer<br>(Principal Financial Officer) | December 7,<br>2009 |
| /s/ Jonathan Macey<br>Jonathan Macey               | Controller (Principal Accounting Officer)                                  | December 7,<br>2009 |
| /s/ William M. Freeman<br>William M. Freeman       | Director   | December 7,<br>2009 |
| /s/ Marianne Miller Parrs<br>Marianne Miller Parrs | Director   | December 7,<br>2009 |
| /s/ John Ryan<br>John Ryan                         | Director   | December 7,<br>2009 |
| /s/ Christopher H. Shays<br>Christopher H. Shays   | Director   | December 7,<br>2009 |
| /s/ Seymour Sternberg<br>Seymour Sternberg         | Director   | December 7,<br>2009 |

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/s/ Peter J. Tobin

Director

December 7,  
2009

Peter J. Tobin

/s/ Lois M. Van Deusen

Director

December 7,  
2009

Lois M. Van Deusen