

CIT GROUP INC  
Form 10-Q/A  
February 01, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q/A**

Quarterly Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
*For the quarterly period ended June 30, 2011*  
Commission File Number: 001-31369

Transition Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

CIT GROUP INC.  
*(Exact name of Registrant as specified in its charter)*

Delaware  
(State  
or  
other  
jurisdiction  
(IRS Employer Identification Number)  
of  
incorporation  
or  
organization)

11  
West  
42nd  
Street,  
New York,  
New York  
(Address  
of  
Registrant's  
(Zip Code)  
principal  
executive  
offices)

(212)  
461-5200  
(Registrant's  
telephone  
number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

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required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company .

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

As of July 29, 2011 there were 200,612,222 shares of the registrant's common stock outstanding.

**INTRODUCTORY NOTE**

CIT Group Inc. (“CIT”, the “Company”, or “we”) is filing this amendment on Form 10-Q/A in order to file a revised redacted copy of the Airbus A320 NEO Family Aircraft Purchase Agreement, dated as of July 28, 2011, between Airbus S.A.S. and C.I.T. Leasing Corporation (the “Purchase Agreement”) pursuant to a request for confidential treatment submitted to the Securities and Exchange Commission. A redacted version of the Purchase Agreement was originally filed on August 9, 2011 as Exhibit 10.35 to our Form 10-Q for the quarter ended June 30, 2011 pursuant to a request for confidential treatment submitted to the SEC.

There are no other changes to the Form 10-Q for the period ended June 30, 2011.

ITEM 6. Exhibits

(a) Exhibits

10.35\* Airbus A320 NEO Family Aircraft Purchase Agreement, dated as of July 28, 2011, between Airbus S.A.S. and C.I.T. Leasing Corporation.

31.1 Certification of John A. Thain pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Commission, as promulgated pursuant to Section 13(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Scott T. Parker pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Commission, as promulgated pursuant to Section 13(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002.

\* Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission in accordance with a request for confidential treatment pursuant to the Securities Exchange Act of 1934, as amended.

SIGNATURES

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, thereunto duly authorized.

January 31, 2012

CIT GROUP INC.

/s/ Scott T. Parker  
Scott T. Parker  
Executive Vice President and  
Chief Financial Officer

/s/ Carol Hayles  
Carol Hayles  
Senior Vice President and  
Controller