

CIT GROUP INC  
Form 8-K  
March 21, 2016

**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**

Date of Report (Date of earliest event reported): March 21, 2016 (March 15, 2016)

**CIT GROUP INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-31369</b>	<b>65-1051192</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**11 W. 42<sup>nd</sup> Street**  
**New York, New York 10036**

(Address of registrant's principal executive office)

Registrant's telephone number, including area code: (212) 461-5200

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

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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:

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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-4I under the Exchange Act (17 CFR 240.13e-4I)

## **Section 5 – Corporate Governance and Management**

### **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 15, 2016, the Board of Directors (the “Board”) of CIT Group Inc. (“CIT” or the “Company”) approved and adopted an amendment to the Company’s Amended and Restated Bylaws (the “Bylaws”) to revise Article II, Section 2.06 to add Section 2.06(c) and Section 2.06(e) to implement “proxy access,” a means for shareholders to include shareholder-nominated director candidates in the Company’s proxy materials for annual meetings of shareholders, and to make certain other technical and conforming revisions. The amendment to the Bylaws was effective upon approval by the Board. The proxy access process under the By-Laws will first be available to shareholders in connection with the Company’s 2017 annual meeting of shareholders.

Article II, Section 2.06(c) of the Bylaws permits a shareholder, or a group of up to 20 shareholders, owning continuously for at least three years shares of the Company representing an aggregate of at least three percent of the voting power entitled to vote in the election of directors, to nominate and include in the Company’s annual meeting proxy materials candidates for the greater of 2 or up to 20 percent of the director positions subject to vote at the annual meeting. Such nominations are subject to certain eligibility, procedural and disclosure requirements set forth in Article II, Sections 2.06(c) and 2.06(e), including the requirement that the Company must receive notice of such nominations between 150 and 120 calendar days prior to the anniversary date of the previous year’s annual proxy materials mailing.

The foregoing summary is qualified in its entirety by reference to the Bylaws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated in this Item 5.03 by reference.

## **Section 9 – Financial Statements and Exhibits**

### **Item 9.01. Exhibits**

*(d) Exhibits.*

3.1 Amended and Restated By-Laws of the Company, as amended through March 15, 2016.

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Form 8-K contains forward-looking statements within the meaning of applicable federal securities laws that are based upon our current expectations and assumptions concerning future events, which are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated. The words “expect,” “anticipate,” “estimate,” “forecast,” “initiative,” “objective,” “plan,” “goal,” “project,” “outlook,” “priorities,” “target,” “intend,” “pursue,” “commence,” “seek,” “may,” “would,” “could,” “should,” “believe,” “potential,” “continue,” or the negative of any of these words or similar expressions is intended to identify forward-looking statements. All statements contained in this Form 8-K, other than statements of historical fact, including without limitation, statements about our plans, strategies, prospects and expectations regarding future events and our financial performance, are forward-looking statements that involve certain risks and uncertainties. While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results, and our actual results may differ materially. Important factors that could cause our actual results to be materially different from our expectations include, among others, the risk that CIT is unsuccessful in implementing its strategy and business plan, the risk that CIT is unable to react to and address key business and regulatory issues, the risk that CIT is unable to achieve the projected revenue growth from its new business initiatives or the projected expense reductions from efficiency improvements, and the risk that CIT becomes subject to liquidity constraints and higher funding costs. We describe these and other risks that could affect our results in Item 1A, “Risk Factors,” of our latest Annual Report on Form 10-K for the year ended December 31, 2015, which was filed with the Securities and Exchange Commission. Accordingly, you should not place undue reliance on the forward-looking statements contained in this Form 8-K. These forward-looking statements speak only as of the date on which the statements were made. CIT undertakes no obligation to update publicly or otherwise revise any forward-looking statements, except where expressly required by law.

## **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 hereunto duly authorized.

### **CIT GROUP INC.**

(Registrant)

By: /s/ Robert J. Ingato

Robert J. Ingato

Executive Vice President,  
General Counsel & Secretary

Dated: March 21, 2016