

CIT GROUP INC  
Form PRE 14A  
March 18, 2016  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

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Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
  - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
  - Definitive Proxy Statement
  - Definitive Additional Materials
  - Soliciting Material Pursuant to Section 240.14a-12
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**CIT Group Inc.**

**(Name of Registrant as Specified In Its Charter)**

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**PRELIMINARY PROXY STATEMENT—SUBJECT TO COMPLETION**

**CIT GROUP INC.  
11 West 42nd Street  
New York, NY 10036**

March \_\_, 2016

Dear Stockholder:

You are cordially invited to attend our Annual Meeting of Stockholders on Tuesday, May 10, 2016, at 11:00 a.m., Eastern Daylight Saving Time, at our corporate offices at One CIT Drive, Livingston, New Jersey 07039. Internet and telephone voting are available until 11:59 p.m., Eastern Daylight Saving Time, the day prior to the meeting.

In connection with our Annual Meeting, we have provided our stockholders with our Notice of Annual Meeting, Proxy Statement, proxy card and 2015 Annual Report. These documents provide detailed information related to the matters to be addressed during the Annual Meeting, as well as our business activities and operating performance. On March 31, 2016, we mailed to our stockholders a notice of the Internet availability of proxy materials (“Access Notice”) containing instructions on how to access these materials online. Electronic delivery expedites your receipt of proxy materials, while lowering expenses and reducing the environmental impact of our Annual Meeting. If you received an Access Notice by mail, you will not receive printed copies of the materials unless you request them by following the instructions in the Access Notice.

In addition to the formal items of business to be brought before the Annual Meeting, we will respond to stockholder questions. **Whether or not you are personally able to attend the Annual Meeting, please complete, sign and date the enclosed proxy card and return it in the enclosed postage paid envelope as soon as possible, or follow the instructions to vote online or by telephone.** Your vote is very important. Submitting your vote by proxy will not limit your right to attend the Annual Meeting.

On behalf of the entire Board of Directors, we thank you for your support of CIT and hope to see you at our Annual Meeting.

Sincerely,

John A. Thain  
*Chairman and  
Chief Executive Officer*

Ellen R. Alemany  
*Vice Chairman,*  
*Chairwoman-Elect and Chief Executive Officer-Elect*

**CIT GROUP INC.**  
**One CIT Drive**  
**Livingston, NJ 07039**

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 10, 2016**

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TO THE STOCKHOLDERS OF CIT GROUP INC.:

Notice is hereby given that the 2016 Annual Meeting of Stockholders (the “**Annual Meeting**”) of CIT Group Inc., a Delaware corporation (“**CIT**”), will be held at CIT’s offices at One CIT Drive, Livingston, New Jersey 07039, on Tuesday, May 10, 2016 at 11:00 a.m., Eastern Daylight Saving Time, for the following purposes, as more fully described in the accompanying proxy statement (the “**Proxy Statement**”):

1. to elect CIT’s Board of Directors to serve until the next annual meeting of stockholders — the Board has nominated for election the following thirteen nominees: Ellen R. Alemany, Michael A. Carpenter, Alan Frank, William M. Freeman, Steven T. Mnuchin, R. Brad Oates, John J. Oros, Marianne Miller Parrs, Gerald Rosenfeld, Vice Admiral John R. Ryan, USN (Ret.), Sheila A. Stamps, Peter J. Tobin and Laura S. Unger;
2. to ratify the appointment of PricewaterhouseCoopers LLP as CIT’s independent registered public accounting firm for 2016;
3. to hold a non-binding advisory vote on executive compensation;
4. to approve the CIT Group Inc. 2016 Omnibus Incentive Plan;
5. to approve an amendment to the Third Amended and Restated Certificate of Incorporation of the Company to change to a simple majority requirement from the current supermajority common shareholder vote requirement to remove directors;
6. to approve an amendment to the Third Amended and Restated Certificate of Incorporation of the Company to remove Article Twelfth, which is the Internal Revenue Code Section 382(l)(5) net operating losses provision; and
7. to transact such other business as may properly come before the Annual Meeting.

Only stockholders of record as of the close of business on March 14, 2016 are entitled to receive notice of, to attend, and to vote at the Annual Meeting. Internet and telephone voting are available until 11:59 p.m., Eastern Daylight Saving Time, the day immediately prior to the Annual Meeting. To ensure that your vote is counted at the Annual Meeting, please vote your proxy as soon as possible.

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Instructions to vote online, by telephone or by mail are in the Question and Answer section of the Proxy Statement included with this notice of Annual Meeting (“**Notice of Annual Meeting**”) and can also be found in the notice of the Internet availability of proxy materials mailed to you on March 31, 2016 (“**Access Notice**”). To vote online, by telephone or by mail, **you need your personal Control Number, which is included in the Access Notice**. There is no charge for requesting printed proxy materials. Stockholders who request printed proxy materials for 2016 will continue to receive printed proxy materials in future years until such time as they may opt-out of paper delivery. To facilitate timely delivery of the proxy materials for the Annual Meeting, please make your request on or before April 26, 2016.

Go to [www.cit.com](http://www.cit.com) to be connected to CIT’s website.

By Order of the Board of Directors,

Livingston, New Jersey     Robert J. Ingato  
March \_\_, 2016             *Executive Vice President,*  
   *General Counsel and Secretary*

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## PRELIMINARY PROXY STATEMENT—SUBJECT TO COMPLETION

**YOUR VOTE IS IMPORTANT.  
PLEASE VOTE YOUR PROXY.  
CIT GROUP INC.**

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### PROXY STATEMENT

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#### GENERAL INFORMATION

Our Board of Directors is soliciting proxies from our stockholders in connection with our annual meeting of stockholders (“**Annual Meeting**”) to be held on May 10, 2016, and any adjournment of such meeting. No business can be conducted at the Annual Meeting unless a majority of all outstanding shares entitled to vote are either present in person or represented by proxy at the Annual Meeting. The only matters to be brought before the Annual Meeting are those referred to in this proxy statement (“**Proxy Statement**”). If any additional matters are properly presented at the Annual Meeting, the persons named as proxies may vote your shares in their discretion.

As permitted by rules adopted by the U.S. Securities and Exchange Commission (“**SEC**”), we have elected to provide access to this Proxy Statement, proxy card and our 2015 Annual Report (“**Annual Report**”) to you electronically via the Internet at [www.proxyvote.com](http://www.proxyvote.com), beginning on March 31, 2016. We believe that these rules allow CIT Group Inc. (“**CIT**” or the “**Company**”) to provide you with the information you need while reducing the environmental impact of the Annual Meeting and reducing expenses. If you are a holder of record, you will also receive this Proxy Statement, proxy card and our Annual Report by mail.

If you received a notice of the Internet availability of proxy materials (“**Access Notice**”) by mail, you will not receive a printed copy of the proxy materials in the mail. The Access Notice instructs you how to access and review all of the important information contained in the Proxy Statement, proxy card and Annual Report. The Access Notice also instructs you how to submit your vote over the Internet, by telephone or by mail. If you received an Access Notice and would like to receive a printed copy of our proxy materials, please follow the instructions for requesting such materials included in the Access Notice or as set forth below under “How do I vote? — Vote by Mail”.

#### QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

##### **When and where is the Annual Meeting?**

**When:** Tuesday, May 10, 2016, at 11:00 a.m., Eastern Daylight Saving Time.

**Where:** One CIT Drive, Livingston, New Jersey 07039.

##### **Who is soliciting my vote?**

CIT’s Board of Directors (the “**Board**”) is soliciting your vote for our Annual Meeting.

##### **What will I vote on?**

You are being asked to vote:

- to elect the directors to serve on CIT's Board until the next annual meeting of stockholders — the Board has nominated for election the following thirteen nominees: Ellen R. Alemany, Michael A. Carpenter, Alan Frank, William M. Freeman, Steven T. Mnuchin, R. Brad Oates, John J. Oros, Marianne Miller Parrs, Gerald Rosenfeld, Vice Admiral John R. Ryan, USN (Ret.), Sheila A. Stamps, Peter J. Tobin and Laura S. Unger (Proposal 1);
  
- to ratify the appointment of PricewaterhouseCoopers LLP as CIT's independent registered public accounting firm for 2016 (Proposal 2);
  
- to approve executive compensation on an advisory basis (Proposal 3);
  
- to approve the CIT Group Inc. 2016 Omnibus Incentive Plan (Proposal 4);
  
- to approve an amendment to the Third Amended and Restated Certificate of Incorporation of the Company to change to a simple majority requirement from the current supermajority common shareholder vote requirement to remove directors (Proposal 5); and

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- to approve an amendment to the Third Amended and Restated Certificate of Incorporation of the Company to remove Article Twelfth, which is the Internal Revenue Code Section 382(l)(5) net operating losses provision (Proposal 6).

You may also vote on any other business that properly comes before the Annual Meeting.

### **What is the record date for the Annual Meeting?**

The record date for the Annual Meeting is the close of business on March 14, 2016 (“**Record Date**”). The Record Date is used to determine those stockholders who are entitled to vote at the Annual Meeting and at any adjournment or postponement thereof.

### **How many votes can be cast by all stockholders?**

A total of 201,586,795 votes may be cast on each matter presented, consisting of one vote for each share of CIT common stock, par value \$0.01 per share, which was outstanding on the Record Date. CIT’s common stock is listed on the New York Stock Exchange (“**NYSE**”), and CIT is subject to the NYSE’s rules and regulations. There is no cumulative voting.

### **How many votes must be present to hold the Annual Meeting?**

A quorum of a majority of the votes entitled to be cast, or 100,793,398 votes, must be present in person or represented by proxy to hold the Annual Meeting. We urge you to vote by proxy even if you plan to attend the Annual Meeting. This will help us know as soon as possible that enough votes will be present to hold the Annual Meeting. In determining whether a quorum exists, we will include in the count shares represented by proxies that reflect abstentions and “broker non-votes” (as further described in this Proxy Statement under the heading “Questions and Answers About the Annual Meeting and Voting — What happens if I hold my shares through a broker but do not give my broker specific voting instructions?”).

### **How do I vote?**

*You may vote by proxy or in person at the Annual Meeting.*

If you are a *holder of record* (that is, if your shares are registered in your own name with our transfer agent), we have furnished you with the proxy materials, including a proxy card. You may vote by mail, by telephone, on the Internet, or by attending the Annual Meeting and voting in person, as described below.

If you hold your shares in *street name* (that is, you hold your shares through a broker, bank or other holder of record), please refer to the information on the voting instruction form forwarded to you by your bank, broker or other holder of record to determine which voting options are available to you.

#### *Vote by Mail*

To vote by mail, simply mark, sign and date the proxy card and return it in the postage-paid envelope provided. If you received an Access Notice, you can vote by mail by requesting paper copies of the Proxy Statement, proxy card and other materials by calling 1-800-579-1639, or going to [www.proxyvote.com](http://www.proxyvote.com) or by sending an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) and requesting a proxy card.

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If you request a proxy card by e-mail, please send a blank e-mail to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) with your Control Number in the subject line. Your Control Number can be found in the Access Notice mailed to you on March 31, 2016. Upon receipt of your request, the proxy card and printed copies of the Annual Report and other proxy materials will be mailed to you. Upon receipt, simply mark, sign and date your proxy card and return it in the enclosed postage pre-paid envelope.

If you request printed copies, then in future years, you will continue to receive printed copies of the proxy card and other proxy materials automatically until such time as you may opt-out of receiving printed copies.

If you wish to vote by mail, please make your request for paper copies of the proxy card and other proxy materials on or before April 26, 2016. Votes by mailed proxy card must be received at CIT Group Inc., c/o Vote Processing, Broadridge, 51 Mercedes Way, Edgewood, NY 11717 by 8:00 a.m. Eastern Daylight Saving Time on May 10, 2016, the day of the Annual Meeting.

*Vote by Telephone*

You can vote by calling 1-800-690-6903. You will need your Control Number, which can be found in the Access Notice mailed to you on March 31, 2016. Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m., Eastern Daylight Saving Time, on May 9, 2016.

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### *Vote on the Internet*

You can also choose to vote on the Internet by going to [www.proxyvote.com](http://www.proxyvote.com). You will need your Control Number, which can be found in the Access Notice mailed to you on March 31, 2016. Use the Internet to transmit your vote up until 11:59 p.m., Eastern Daylight Saving Time, on May 9, 2016.

### *Vote at the Annual Meeting*

If you want to vote in person at the Annual Meeting and you are a holder of record, you must register with the Inspector of Election at the Annual Meeting (“**Inspector of Election**”) and produce valid photo identification. If you want to vote in person at the Annual Meeting and you hold your shares in street name, you must obtain an additional proxy from your bank, broker or other holder of record authorizing you to vote. You must bring such proxy to the Annual Meeting, present it to the Inspector of Election, and produce valid photo identification.

### **What does it mean to give a proxy?**

Your properly completed proxy card will appoint Robert J. Ingato, Christopher H. Paul and James P. Shanahan, each of whom is an officer of CIT, as proxy holders or your representatives to vote your shares in the manner directed by you. Your proxy card permits you to direct the proxy holders to vote “for” or “against,” or “abstain” from voting, regarding each of the nominees for director and each of Proposals 2, 3, 4, 5 and 6. All of your shares entitled to vote and represented by a properly completed proxy card received prior to the Annual Meeting and not revoked will be voted at the Annual Meeting in accordance with your instructions.

### **How many votes will be required to elect directors or to adopt the other proposals?**

Because this election is not a contested election, to elect directors to the Board, a majority of the votes cast “for” each nominee for director at the Annual Meeting is required. A nominee for director shall be elected to the Board if the votes cast “for” such nominee’s election exceed the votes cast “against” such nominee’s election. “Votes cast” exclude abstentions and “broker non-votes” (as further described below under “What happens if I hold my shares through a broker but do not give my broker specific voting instructions?”).

The affirmative vote of a majority of the shares present at the Annual Meeting in person or by proxy and entitled to vote is required to: (a) ratify the appointment of CIT’s independent registered public accounting firm (Proposal 2); (b) approve the non-binding advisory vote on executive compensation (Proposal 3), and (c) approve the CIT Group Inc. 2016 Omnibus Incentive Plan (Proposal 4). The affirmative vote of at least 66 2/3% of the shares outstanding and entitled to vote, whether or not present at the Annual Meeting in person or by proxy, is required to approve the amendment to the Third Amended and Restated Certificate of Incorporation of the Company to change to a simple majority requirement from the current supermajority common shareholder vote requirement to remove directors (Proposal 5). The affirmative vote of at least a majority of the shares outstanding and entitled to vote, whether or not present at the Annual Meeting in person or by proxy, is required to approve the amendment to the Third Amended and Restated Certificate of Incorporation of the Company to remove Article Twelfth, which is the Internal Revenue Code Section 382(l)(5) net operating losses provision (Proposal 6). Abstentions will not be included in the affirmative vote and thus will have the same effect as a vote “against” each of Proposals 2, 3, 4, 5 and 6. Although the advisory vote on Proposal 3 is non-binding, as provided by law, the Board will review the result of the vote and may take it into account in considering executive compensation going forward.

### **Can a director be elected without receiving votes from a majority of the shares outstanding?**

No stockholder has nominated pursuant to the By-Laws of CIT (“**By-Laws**”) any candidates for our Board for inclusion on the agenda for the Annual Meeting, and therefore, the election is uncontested.

If a stockholder has provided notice of an intention to nominate one or more candidates to compete with the Board’s nominees, in accordance with the requirements of the By-Laws, and such stockholder has not withdrawn such nomination by the tenth day before we mail our Notice of Annual Meeting, then a director may be elected by a plurality of the votes cast. This means that the thirteen nominees who receive the most votes “for” would be elected, even if it is less than a majority of the total shares outstanding, and stockholders would not be permitted to vote “against” a nominee. However, under our By-Laws and corporate governance guidelines (“**Corporate Governance Guidelines**”), if the election of directors is uncontested, meaning that the only nominees are those recommended by the Board (as is the case for this Annual Meeting), each nominee for director must receive more votes “for” than “against” his or her election or re-election. Any nominee who fails to receive the required vote “for” his or her election or re-election must promptly tender his or her resignation to the Chairman of the Board. If an incumbent director fails to receive the required vote for re-election, the Nominating & Governance Committee of the Board (the “**Governance Committee**”) will promptly consider the resignation submitted by such director and will recommend to the Board whether to accept such resignation. The Board will act on the recommendation of the Governance Committee no later than 90 days following the date of the Annual Meeting. See “Corporate Governance — Majority Voting for Directors” and “Corporate Governance — Appointment of Directors” in this Proxy Statement.

### **Can I change or revoke my proxy?**

Yes, you may change your vote or revoke your proxy at any time before it is exercised. To do so, you should:

- send in a new proxy card with a later date;
- send a written revocation to the Corporate Secretary;
- cast a new vote by telephone or Internet; or
- attend the Annual Meeting and vote in person.

Written revocations of a prior vote must be sent by mail to CIT's Corporate Secretary at One CIT Drive, Livingston, NJ 07039, or by delivering a duly executed proxy bearing a later date. If you attend the Annual Meeting and vote in person, your vote will revoke any previously submitted proxy. If you hold your shares in street name, you must contact your broker if you wish to change your vote.

### **What if I do not return a signed proxy card?**

If you are a holder of record and you do not return a signed proxy card to vote shares held in your name, those shares will not be voted.

### **What if I return a signed proxy card but do not indicate my vote for one or more of the matters on my proxy card?**

If you return a signed proxy card without indicating your vote, your shares will be voted "for" each of the thirteen nominees named in "Proposal 1 — Election of Directors", and "for" Proposals 2, 3, 4, 5 and 6 (except in the case of a "broker non-vote" as described below under "What happens if I hold my shares through a broker but do not give my broker specific voting instructions?").

### **What happens if I hold my shares through a broker but do not give my broker specific voting instructions?**

If you hold your shares in street name with a broker who is a member of the NYSE and do not instruct your broker as to how to vote your shares, your broker can vote your shares on the ratification of the selection of our independent registered public accounting firm (Proposal 2), in your broker's discretion; however, absent such specific voting instruction, your broker cannot vote on the election of directors (Proposal 1), the non-binding advisory vote on executive compensation (Proposal 3), the approval of the CIT Group Inc. 2016 Omnibus Incentive Plan (Proposal 4), the approval of the amendment to the Third Amended and Restated Certificate of Incorporation of the Company to change to a simple majority requirement from the current supermajority common shareholder vote requirement to remove directors (Proposal 5), and the approval of an amendment to the Third Amended and Restated Certificate of Incorporation of the Company to remove Article Twelfth, which is the Internal Revenue Code Section 382(l)(5) net operating losses provision (Proposal 6) and your proxy would represent shares reflecting a "broker non-vote" with respect to Proposals 1, 3, 4, 5 and 6.



A “broker non-vote” occurs when a nominee holding shares for a beneficial owner has not received instructions from the beneficial owner, or person entitled to vote, and does not have discretionary authority to vote the shares. This could occur on Proposals 1, 3, 4, 5 and 6, but not on Proposal 2.

Shares represented by proxies that reflect a broker non-vote will, like abstentions, be counted for purposes of determining whether a quorum exists. However, with respect to Proposal 1, abstentions and broker non-votes will not be considered votes cast, and therefore will have no effect on whether a director is elected. With respect to Proposals 3, 4, 5 and 6, while abstentions will have the same effect as votes cast “against” such Proposals, broker non-votes will not be counted as entitled to vote on Proposals 3, 4, 5 and 6 and thus will have no effect on the outcome of such votes.

Brokers who are members of the Financial Industry Regulatory Authority may vote shares held by them in nominee name if they are permitted to do so under the rules of any national securities exchange to which they belong. A member broker of the NYSE is prohibited, under NYSE rules, from voting on matters that are not routine if the beneficial owner has not provided the broker with voting instructions.

**Why haven’t I received a printed copy of the Proxy Statement, proxy card or Annual Report?**

We have elected to take advantage of the SEC’s rule that allows us to furnish proxy materials to you online. We believe electronic delivery will expedite your receipt of materials, while lowering costs and reducing the environmental impact of our Annual Meeting by reducing printing and mailing of full sets of proxy materials. On March 31, 2016, we mailed to our stockholders an Access Notice containing instructions on how to access our Proxy Statement, proxy card and Annual Report online. If you received such Access Notice by mail, you will not receive a printed copy of the proxy materials, unless you specifically request one no later than the date specified in this Proxy Statement; however, the Access Notice contains instructions on how to receive a paper copy of the Annual Report, proxy card and other proxy materials.

**What if multiple stockholders share the same address?**

SEC rules permit CIT to deliver a single Access Notice or, if a stockholder does not participate in electronic delivery of proxy materials, a single printed copy of the proxy materials, to stockholders who share the same address unless CIT has received contrary instructions from any stockholder at that address. This procedure, known as “householding,” is designed to reduce CIT’s printing costs and postage fees. Each stockholder who participates in householding retains a separate right to vote on all matters presented at the Annual Meeting. If you participate in householding and wish to receive a separate copy of the Access Notice or proxy materials, please call 1-800-542-1061 or mail your request to: CIT Group Inc., c/o Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717. A separate copy of the Access Notice or proxy materials, as applicable, will be delivered promptly upon request. Any such stockholder may also opt out of householding and continue to receive separate copies of the Access Notice or proxy materials in the future by notifying CIT at the above-referenced address or telephone number. Other stockholders who have multiple accounts in their names or who share an address with other stockholders can request householding by notifying CIT at the above-referenced address or telephone number.

**Is this Proxy Statement available on the Internet?**

Yes. You can also view this Proxy Statement on the Internet by going to CIT’s website at [www.cit.com/2016proxy](http://www.cit.com/2016proxy). You can elect to receive future proxy statements and annual reports over the Internet instead of receiving paper copies by mail by following the instructions set forth in the Access Notice or as set forth above under “Questions and Answers About the Annual Meeting and Voting — How do I vote?”

**Will my vote be confidential?**

Yes. We have a policy of confidentiality in the voting of shares. Individual stockholder votes are kept confidential, unless disclosure is: (i) necessary to meet legal requirements or to assert or defend claims for or against CIT, or (ii) made during a contested proxy solicitation, tender offer, or other change of control situations.

**What if there is voting on other matters?**

Our By-Laws provide that business may be transacted at the Annual Meeting only if it is (a) stated in the Notice of Annual Meeting, (b) proposed at the direction of our Board or (c) proposed by any CIT stockholder who is entitled to vote at the Annual Meeting and who has complied with the notice procedures in our By-Laws. We did not receive notice of any stockholder proposals for the Annual Meeting.

**What was the deadline for stockholders to notify us of proposals for the Annual Meeting?**

The deadline for submitting stockholder proposals for the Annual Meeting for inclusion in the Proxy Statement was December 4, 2015. The deadline for submitting stockholder proposals for the Annual Meeting for inclusion on the agenda was February 12, 2016.

**What is the deadline for stockholders to notify us of proposals for the 2017 Annual Meeting of Stockholders?**

The deadline for submitting stockholder proposals for the 2017 annual meeting of stockholders (“**2017 Annual Meeting**”) for inclusion in the 2017 proxy statement is December 1, 2016. The deadline for submitting stockholder proposals for the 2017 Annual Meeting for inclusion on the agenda is February 9, 2017.

**Will a representative of CIT’s independent registered public accounting firm be present at the Annual Meeting?**

Yes, a representative of PricewaterhouseCoopers LLP will attend the Annual Meeting and can answer questions that you may have. The representative will also have the opportunity to make a statement if PricewaterhouseCoopers LLP desires to do so. The Audit Committee has approved the appointment of PricewaterhouseCoopers LLP as our independent registered accounting firm and auditors for 2016.

**How can I attend the Annual Meeting?**

Only stockholders as of the Record Date (or their proxy holders) may attend the Annual Meeting. If you plan to attend the Annual Meeting or appoint someone to attend as your proxy, please check the appropriate box on your proxy card. If you are voting by telephone or Internet, follow the instructions provided to indicate that you or your proxy holder plan to attend. You or your proxy holder will need to show (a) photo identification, and (b) if you hold your shares in street name, proof of ownership as of the Record Date, such as a letter or account statement from your broker or bank, at the reception desk to gain admittance to the Annual Meeting.

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**What happens if the Annual Meeting is postponed or adjourned?**

Your proxy remains valid and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until it is voted.

**Do any stockholders beneficially own more than 5% of our common stock?**

According to public filings made on or before February 16, 2016, there were three stockholders that beneficially owned more than 5% of our common stock as of December 31, 2015: Capital Research Global Investors, Franklin Mutual Advisers, LLC and The Vanguard Group. See “Security Ownership of Certain Beneficial Owners and Management — Security Ownership of Certain Beneficial Owners” in this Proxy Statement.

**How can I review the list of stockholders eligible to vote?**

A list of stockholders as of the Record Date will be available at our offices at both 11 West 42nd Street, New York, New York 10036 and One CIT Drive, Livingston, NJ 07039 from April 30, 2016 to the date of the Annual Meeting for inspection and review by any stockholder during regular business hours. We will also make the list available at the Annual Meeting.

**Where can I find the voting results of the Annual Meeting?**

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be tallied by the Inspector of Election and published in CIT’s Current Report on Form 8-K, which CIT is required to file with the SEC within four business days after the date of the Annual Meeting.

**Who will pay the expenses incurred in connection with the solicitation of my vote?**

CIT pays the cost of preparing proxy materials and of soliciting your vote. Proxies may be solicited on our behalf by our directors, officers or employees by telephone, electronic or facsimile transmission or in person.

We have retained D.F. King & Co., Inc. to assist us in this proxy solicitation, and we anticipate that their fees will be approximately \$18,000. We also may pay brokers, nominees, fiduciaries, and other custodians their reasonable fees and expenses for sending proxy materials to beneficial owners and obtaining their instructions.

**DIRECTORS**

**General Information**

During 2015, our Board met thirteen times. The number of 2015 meetings for each committee of the Board (each, a “**Board Committee**”) is disclosed in “Corporate Governance — Board Committees” in this Proxy Statement. All of the nominees listed below who were Board members during all or a portion of 2015 attended at least 75% of the aggregate of the meetings of the Board and of any Board Committees on which he or she served held during his or her period of service on the Board. Our Corporate Governance Guidelines provide that directors are expected to attend the Annual Meeting. Each of the nominees listed below who are standing for re-election attended our 2015 annual meeting of stockholders.

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The Board consists of a diverse group of professionals in their respective fields. Many of the current directors have or have had senior leadership experience at banks, financial institutions and other business, academic and governmental organizations. In these positions, they have gained expertise in strategic and financial planning, regulatory and banking matters, financial reporting, corporate governance, risk management and leadership development. Several of the current directors also have a longstanding knowledge and in-depth understanding of our businesses, products, and services. The biographies below describe the skills, qualifications, attributes and experiences of each of the nominees that were considered by the Board in determining that it was appropriate to nominate these directors.

The Governance Committee and the Board believe the skills, qualities, and experience of our directors provide CIT with a diverse range of perspectives and backgrounds to engage each other and management to effectively address CIT's needs and represent the best interests of CIT's stockholders.

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**NOMINEES**

The information below includes each nominee's age as of February 22, 2016, and business experience during at least the past five years. CIT knows of no family relationships among the nominees. Certain directors may also be directors or trustees of privately held businesses or not-for-profit entities that may not be referred to below. With the exception of Mr. Mnuchin and Ms. Alemany, all of the nominees are independent of management.

<b>Name</b>	<b>Age</b>	<b>Principal Occupation</b>
Ellen R. Alemany	60	Vice Chairman, Chairwoman-Elect* and Chief Executive Officer-Elect** and President and Chief Executive Officer of CIT Bank, N.A.
Michael A. Carpenter	68	Former Chief Executive Officer of Ally Financial, Inc.
Alan Frank	64	Retired Partner of Deloitte & Touche LLP
William M. Freeman	63	Executive Chairman of General Waters Inc.
Steven T. Mnuchin	53	Vice Chairman of CIT*** and Chairman and Chief Executive Officer of Dune Capital Management LP
R. Brad Oates	62	Chairman and Managing Partner of Stone Advisors, LP
John J. Oros	69	Managing Director of J.C. Flowers & Co. LLC
Marianne Miller Parrs	71	Retired Executive Vice President and Chief Financial Officer of International Paper Company
Gerald Rosenfeld	69	Vice Chairman of Lazard Ltd.
Vice Admiral John R. Ryan, USN (Ret.)	70	President and Chief Executive Officer of the Center for Creative Leadership and Retired Vice Admiral of the U.S. Navy
Sheila A. Stamps	58	Retired Executive Vice President of Corporate Strategy and Investor Relations at Dreambuilder Investments, LLC.
Peter J. Tobin	71	Retired Special Assistant to the President of St. John's University and Retired Chief Financial Officer of The Chase Manhattan Corporation
Laura S. Unger	55	Independent Consultant, Former Commissioner of the U.S. Securities and Exchange Commission

\* Effective May 10, 2016.

\*\* Effective April 1, 2016.

\*\*\* Until March 31, 2016.

**Ellen R. Alemany Board Committees:**  
Age: 60      • Regulatory Compliance

**Other Public Directorships:**

- Automatic Data Processing, Inc.\*
- Fidelity National Information Services, Inc.

**Prior Senior Leadership Positions:**

Director Since:  
January

2014

- Chairman and Chief Executive Officer of RBS Citizens Financial Group, Inc.
- Head of Americas at The Royal Bank of Scotland Group plc
- Chief Executive Officer for Global Transaction Services at Citigroup

**Ms. Alemany** has served as a director of CIT since January 2014. Ms. Alemany became Vice Chairman of CIT in October 2015 and in December 2015 Ms. Alemany was named CEO and President of CIT Bank, N.A. Effective April 1, 2016, she will serve as Chief Executive Officer of CIT and Chairwoman of CIT Bank, N.A. and, effective May 10, 2016, Ms. Alemany will also serve as Chairwoman of CIT. Prior to this, she had retired as Head of RBS Americas, the management structure that oversees The Royal Bank of Scotland's businesses in the Americas, and Chief Executive Officer of RBS Citizens Financial Group, Inc., an RBS subsidiary in September 2013. She joined RBS as the Head of RBS Americas in June 2007, and was named to the additional role of Chief Executive Officer of RBS Citizens Financial Group, Inc., a bank holding company, in March 2008.

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She was also appointed the Chairman of RBS Citizens Financial Group, Inc. in March 2009. Ms. Alemany joined RBS from Citigroup, where she served as the Chief Executive Officer for Global Transaction Services from February 2006 until April 2007. Ms. Alemany joined Citigroup in 1987, and held a number of senior positions during her tenure, including Executive Vice President for the Commercial Business Group from March 2003 until January 2006, and also CitiCapital, where she served as President and Chief Executive Officer from September 2001 until January 2006. Prior to being appointed Executive Vice President for the Commercial Business Group in 2003, Ms. Alemany also held a number of executive positions in Citigroup's Global Corporate Bank. Ms. Alemany has served on the Board of Directors of Automatic Data Processing, Inc. ("ADP") since 2011\* and the Board of Directors of Fidelity National Information Services, Inc. since July 2014, and also currently serves as a director of The Center for Discovery. Ms. Alemany also serves as a director of CIT Bank, N.A.

**Qualifications:** Ms. Alemany brings a wealth of managerial and operational expertise to our Board with over 35 years of management experience in banking and financial services, including chief executive experience with a large, multi-national commercial bank, as well as global financial management and regulatory experience and a proven track record of achievement and leadership.

\* Ms. Alemany has advised the board of directors of ADP that she has decided not to stand for re-election at ADP's November 2016 annual stockholders meeting.

<p><b>Michael A. Carpenter</b> Age: 68</p>	<p><b>Board Committees:</b> • N/A</p>	<p><b>Other Public Directorships:</b> • Autobytel Inc.</p>
<p>Director Since: N/A</p>	<p><b>Prior Senior Leadership Positions:</b> • Chief Executive Officer of Ally Financial, Inc.</p> <p>• Vice Chairman of Travelers Group Inc.</p> <p>• Chairman, President, and CEO of Kidder Peabody Group Inc.</p>	<p><b>Senior Leadership Positions:</b> • Board Member, New York City Investment Fund</p>

**Mr. Carpenter** served as Chief Executive Officer of Ally Financial, Inc. from November 2009 to February 2014 and as a member of its Board of Directors from May 2009 to February 2014. Mr. Carpenter previously served on the CIT



Board in 2009, a position he left to become Chief Executive Officer of Ally Financial, Inc. In 2007, he founded Southgate Alternative Investments. From 2002 to 2006, he was chairman and chief executive officer of Citigroup Alternative Investments overseeing \$60 billion of proprietary capital and customer funds globally. From 1998 to 2002, Mr. Carpenter was chairman and chief executive officer of Citigroup's Global Corporate & Investment Bank with responsibility for Salomon Smith Barney Inc. and Citibank's corporate banking activities globally. Prior to Citigroup, he was chairman and CEO of Travelers Life & Annuity and vice chairman of Travelers Group Inc. From 1989 to 1994, he was chairman of the board, president, and CEO of Kidder Peabody Group Inc., a wholly owned subsidiary of General Electric Company. From 1986 to 1989, he was executive vice president of GE Capital Corporation and he joined GE in 1983 as vice president of Corporate Business Development and Planning. Earlier in his career, Mr. Carpenter spent nine years as vice president and director of the Boston Consulting Group and three years with Imperial Chemical Industries of the United Kingdom. Mr. Carpenter received a bachelor of science degree from the University of Nottingham, England, and an MBA from Harvard Business School. He also holds an honorary degree of Doctor of Laws from the University of Nottingham. He serves on the boards of Autobytel Inc., U.S. Retirement Partners, and the New York City Investment Fund. Mr. Carpenter has been a board member of the New York Stock Exchange, General Signal, Loews Cineplex, and various other private and public companies.

**Qualifications:** Mr. Carpenter provides the Board with experience in executive management, finance, asset management and restructurings, expertise in capital markets and capital management, and experience in finance, key areas for certain of CIT's businesses. His experience as Chief Executive Officer of major financial services companies provides the Board with invaluable executive management experience.

**Alan Frank**

Age: 64

**Board Committees:**

- Audit

**Other Public Directorships:**

- None

Director Since: August 2015

**Prior Senior Leadership Positions: Senior Leadership Positions:**

- Director of OneWest Bank N.A.
- Director of CIT Bank, N.A.
- Partner of Deloitte & Touche LLP
- Director of IMB Holdco LLC