

Edgar Filing: CIT GROUP INC - Form 424B3

CIT GROUP INC  
Form 424B3  
September 20, 2002

Rule 424(b)(3)  
Registration Statement Nos. 333-92258 and 333-98743  
CUSIP 125581AC2; Common Code 015532726;  
ISIN US125581AC24

PRICING SUPPLEMENT NO. 2  
Dated September 18, 2002 to  
Prospectus, dated September 13, 2002 and  
Prospectus Supplement, dated September 13, 2002.

[CIT LOGO]

CIT GROUP INC.  
\$850,000,000 5.75% SENIOR NOTES  
DUE SEPTEMBER 25, 2007

Joint Lead Managers

BARCLAYS CAPITAL	CREDIT SUISSE FIRST BOSTON	JPMORGAN
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ABN AMRO INCORPORATED	BANC ONE CAPITAL MARKETS, INC.	BNP PARIBAS
DEUTSCHE BANK SECURITIES	UBS WARBURG	WACHOVIA SECURITIES
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MIZUHO INTERNATIONAL PLC	NATIONAL AUSTRALIA BANK	RBC CAPITAL MARKETS

<input checked="" type="checkbox"/> Senior Note	<input type="checkbox"/> Senior Subordinated Note
PRINCIPAL AMOUNT:	U.S. \$850,000,000.00.
PROCEEDS TO CORPORATION:	99.59422% or \$846,550,870.00.
UNDERWRITER'S COMMISSION:	0.35% or \$2,975,000.00.
ISSUE PRICE:	\$849,525,870.00.

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ORIGINAL ISSUE DATE: September 25, 2002.

MATURITY DATE: September 25, 2007, provided that if such day is not a Business Day, the payment of principal and interest may be made on the next succeeding Business Day, and no interest on such payment will accrue for the period from and after the Maturity Date.

INTEREST RATE: The notes will bear interest at an annual rate of 5.75%.

SPECIFIED CURRENCY: U.S. Dollars.

DELIVERY: The Notes are expected to be delivered in book-entry form only, to purchasers through The Depository Trust Company, Clearstream and Euroclear, as the case may be, on or about September 25, 2002.

FORM: Global Note.

INTEREST PAYMENT DATES: Interest will be paid at maturity, upon earlier tax redemption (to the extent provided in the prospectus supplement) and semiannually on September 25 and March 25 of each year, commencing March 25, 2003, provided that if any such day is not a Business Day, the Interest Payment Date will be the next succeeding Business Day, except that if such Business Day is in the next succeeding calendar month, such Interest Payment Date will be the immediately preceding Business Day, and no interest on such payment will accrue for the period from and after the Maturity Date.

ACCRUAL OF INTEREST: Accrued interest will be computed by adding the Interest Factors calculated for each day from the Original Issue Date or from the last date to which interest has been paid or duly provided for up to but not including the day for which accrued interest is being calculated. The 'Interest Factor' for any Note for each such day will be computed by multiplying the face amount of the Note by the interest rate applicable to such day and dividing the product thereof by 360.

Interest payments will include the amount of interest accrued from and including the most recent Interest Payment Date to which interest has been paid (or from and including the Original Issue Date) to but excluding the applicable Interest Payment Date.

EXCHANGE LISTING: Luxembourg Stock Exchange

OTHER PROVISIONS:

TRUSTEE, REGISTRAR,  
AUTHENTICATING, U.S.  
CALCULATION AGENT AND U.S.  
PAYING AGENT: Bank One Trust Company, N.A.

CUSIP: 125581AC2

COMMON CODE: 015532726

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ISIN: US125581AC24

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## PLAN OF DISTRIBUTION

We have entered into a terms agreement, dated as of September 18, 2002, with the Underwriters named below for whom Barclays Capital Inc., Credit Suisse First Boston Corporation and J.P. Morgan Securities Inc. are acting as representatives. Subject to the terms and conditions set forth in the terms agreement, we have agreed to sell to each of the underwriters, and each of the underwriters has severally agreed to purchase, the principal amount of the notes set forth opposite its name below:

UNDERWRITERS OF NOTES	PRINCIPAL AMOUNT
Barclays Capital Inc. ....	\$221,000,000
Credit Suisse First Boston Corporation.....	221,000,000
J.P. Morgan Securities Inc. ....	221,000,000
ABN AMRO Incorporated.....	25,500,000
Banc One Capital Markets, Inc. ....	25,500,000
BNP Paribas Securities Corp. ....	25,500,000
Deutsche Bank Securities Inc. ....	25,500,000
UBS Warburg LLC.....	25,500,000
Wachovia Securities, Inc. ....	25,500,000
Mizuho International plc.....	11,334,000
National Australia Bank Ltd., London Branch.....	11,333,000
RBC Dominion Securities Corporation.....	11,333,000
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Total.....	\$850,000,000
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We have been advised by the Underwriters that they propose initially to offer the notes to the public at the public offering prices set forth on the cover page of this pricing supplement, and to certain dealers at a price less a concession not in excess of 0.20% of the principal amount of the notes. The Underwriters may allow, and these dealers may reallow, a concession to certain other dealers not in excess of 0.15% of the principal amount of the notes. After the initial public offering, the public offering price and these concessions may be changed from time to time.

Although application has been made to list the notes on the Luxembourg Stock Exchange, the notes are a new issue of securities with no established trading market. The Underwriters have advised us that they intend to make a market in the notes, but the Underwriters are not obligated to do so and may discontinue any market making at any time without notice. The trading market for the notes may not be liquid.

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The terms agreement provides that the obligations of the Underwriters are subject to certain conditions precedent and that the Underwriters will purchase all the notes if any are purchased.

In connection with this offering, some or all of the Underwriters and their respective affiliates may engage in transactions that stabilize, maintain, or otherwise affect the market price of the notes. Those transactions may include stabilization transactions effected in accordance with Rule 104 of Regulation M under the Securities Exchange Act of 1934, pursuant to which those Underwriters and affiliates may bid for or purchase notes for the purpose of stabilizing the market price. The Underwriters also may create a short position for the account of the Underwriters by selling more notes in connection with this offering than they are committed to purchase from us. In that case, the Underwriters may purchase notes in the open market following completion of this offering to cover their short position. Any of the transactions described in this paragraph may result in the maintenance of the price of the notes at a level above that which might otherwise prevail in the open market. None of the transactions described in this paragraph is required, and, if they are undertaken, they may be discontinued at any time.

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Some or all of the Underwriters or their affiliates have provided and will in the future continue to provide banking and/or other financial services to CIT and its subsidiaries.

The terms agreement provides that CIT will indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, or contribute to payments the Underwriters may be required to make in respect thereof.

We accept responsibility for the information contained in this pricing supplement.

Signed on behalf of CIT Group Inc.:

By: /s/ Glenn Votek  
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DULY AUTHORIZED

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