

CIT GROUP INC
Form FWP
March 07, 2018

Free Writing Prospectus

**Filed pursuant to Rule 433 under the Securities Act
(Supplements the Preliminary Prospectus
Registration Statement No. 333-221965
Supplement dated March 6, 2018)**

CIT Group Inc.

\$500,000,000 4.125% Senior Unsecured Notes due 2021 (the “2021 Notes”)

\$500,000,000 5.250% Senior Unsecured Notes due 2025 (the “2025 Notes”)

Pricing Term Sheet

March 6, 2018

Terms Applicable to Each Series of Notes

| | |
|-------------------------|---|
| Issuer: | CIT Group Inc. |
| Trade Date: | March 6, 2018 |
| Settlement Date: | March 9, 2018 (T+3). |
| Interest Payment Dates: | March 9 and September 9, commencing September 9, 2018 |
| Record Dates: | February 25 and August 25 |

Terms Applicable to the 2021 Notes

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|-------------------------------|--|
| Principal Amount: | \$500,000,000 |
| Final Maturity Date: | March 9, 2021 |
| Benchmark Treasury: | 2.250% UST due February 15, 2021 |
| Benchmark Treasury Price: | 99-16 $\frac{3}{4}$ |
| Benchmark Treasury Yield: | 2.418% |
| Spread to Benchmark Treasury: | +170.7 basis points |
| Yield to Maturity: | 4.125% |
| Coupon: | 4.125% |
| Price to Public: | 100.00% |
| Optional Redemption: | |
| Make-Whole Call: | Treasury Rate plus 50 basis points (before February 9, 2021) |
| Par Call: | On or after February 9, 2021 |
| | 125581 GV4 / US125581GV41 |

CUSIP/ISIN Number:

Terms Applicable to the 2025 Notes

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| | |
|-------------------------------|----------------------------------|
| Principal Amount: | \$500,000,000 |
| Final Maturity Date: | March 7, 2025 |
| Benchmark Treasury: | 2.750% UST due February 28, 2025 |
| Benchmark Treasury Price: | 99-19 |
| Benchmark Treasury Yield: | 2.814% |
| Spread to Benchmark Treasury: | +243.6 basis points |
| Yield to Maturity: | 5.250% |

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Coupon: 5.250%
Price to Public: 100.00%
Optional Redemption:
Make-Whole Call: Treasury Rate plus 50 basis points (before December 7, 2024)
Par Call: On or after December 7, 2024
125581 GW2 /US125581GW24
CUSIP/ISIN Number:

Barclays Capital Inc.

Credit Suisse Securities (USA) LLC

Joint Book-Running Managers: Deutsche Bank Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated
CIT Capital Securities LLC

Citigroup Global Markets Inc.

Co-Managers: Credit Agricole Securities (USA) Inc.

J.P. Morgan Securities LLC

Morgan Stanley & Co. LLC

Under Rule 15c6-1 of the Securities and Exchange Act of 1934, as amended, trades in the secondary market are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the date of pricing will be required, by virtue of the fact that the Notes will initially settle in T+3, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement and should consult their own advisors.

The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the Issuer or any underwriter will arrange to send you the prospectus if you request it by calling any of the Joint Book-Running Managers at its number below:

| | |
|---|-----------------------|
| Barclays Capital Inc. | (888) 603-5847 |
| Credit Suisse Securities (USA) LLC | (800) 221-1037 |
| Deutsche Bank Securities Inc. | (800) 503-4611 |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated | (800) 294-1322 |

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