

Edgar Filing: CIT GROUP INC - Form 424B3

CIT GROUP INC  
Form 424B3  
August 13, 2003

Rule 424(b)(3)  
Registration Statement No. 333-98743 and  
333-103966  
CUSIP # 12560PCX7

PRICING SUPPLEMENT NO. 2  
Dated August 11, 2003 to  
Prospectus, dated May 9, 2003 and  
Prospectus Supplement, dated May 9, 2003.

CIT GROUP INC.  
GLOBAL MEDIUM-TERM FLOATING RATE NOTES  
DUE NINE MONTHS OR MORE FROM DATE OF ISSUE

Senior Note                       Senior Subordinated Note

Principal Amount: U.S. \$750,000,000.00.

Proceeds to Corporation: 99.92478% or \$749,435,850.00.

Agent Commission: 0.07522% or \$564,150.00.

Issue Price: 100.00% or \$750,000,000.00.

Original Issue Date: August 14, 2003.

Maturity Date: February 14, 2005.

Interest Rate Basis: LIBOR Telerate.

Index Maturity: Three months.

Spread: +27 basis points (0.27%).

Interest Rate Calculation: LIBOR Telerate determined on the Interest  
Determination Date plus the Spread.

Initial Interest Rate: LIBOR Telerate determined two London Business Days  
prior to the Original Issue Date plus the Spread.

Specified Currency: U.S. Dollars.

It is expected that the Notes will be ready for delivery in book-entry form on  
or about August 14, 2003.

Lehman Brothers  
ABN AMRO Incorporated  
Banc One Capital Markets, Inc.  
Banc of America Securities LLC  
Credit Suisse First Boston

Goldman, Sachs & Co.  
Citigroup  
BNP PARIBAS  
Blaylock & Partners, L.P.

Form: Global Note.

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Interest Reset Dates: Quarterly on November 14, 2003, February 14, 2004, May 14, 2004, August 14, 2004 and November 14, 2004, commencing November 14, 2003, provided that if any Interest Reset Date would otherwise fall on a day that is not a Business Day, then the Interest Reset Date will be the first following day that is a Business Day, except that if such Business Day is in the next succeeding calendar month, such Interest Reset Date will be the immediately preceding Business Day.

Interest Payment Dates: November 14, 2003, February 14, 2004, May 14, 2004, August 14, 2004, November 14, 2004 and on the Maturity Date, commencing November 14, 2003, provided that if any such day (other than the Maturity Date) 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.

Interest Determination Date: Two London Business Days prior to each Interest Reset Date.

Calculation Date: The earlier of (i) the fifth Business Day after each Interest Determination Date, or (ii) the Business Day immediately preceding the applicable Interest Payment Date.

Maximum Interest Rate: Maximum rate permitted by New York law.

Minimum Interest Rate: 0.0%.

Exchange Listing: None

Other Provisions:

"LIBOR Telerate" means the rate for deposits in U.S. dollars having the Index Maturity specified above which appears on the Telerate Page 3750 (defined below) as of 11:00 a.m., London time, on the applicable

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Interest Determination Date.

"Telerate Page 3750" means the display page designated as page 3750 on the Moneyline Telerate service (or such other page as may replace page 3750 on that service for the purpose of displaying London interbank offered rates).

"Business Day" means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are generally authorized or required by law or regulation to close in The City of New York, which day is also a day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

"London Business Day" means any day on which deposits in U.S. dollars are transacted in the London interbank market.

Trustee, Registrar, Authenticating and Paying Agent: Bank One Trust Company, N.A.

Agents:

Agent -----	Principal Amount -----
Lehman Brothers Inc.	\$250,000,000
Goldman, Sachs & Co.	\$245,000,000
ABN AMRO Incorporated	\$80,000,000
Citigroup Global Markets Inc.	\$50,000,000
Banc One Capital Markets, Inc.	\$48,000,000
BNP Paribas Securities Corp.	\$32,000,000
Banc of America Securities LLC	\$25,000,000
Blaylock & Partners, L.P.	\$10,000,000
Credit Suisse First Boston LLC	\$10,000,000
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Total	\$750,000,000

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