CIT GROUP INC
Form 8-K
May 15, 2014

**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): May 14, 2014

**CIT GROUP INC.**

(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| **Delaware** | **001-31369** | **65-1051192** |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**11 W. 42nd 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

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

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4I under the Exchange Act (17 CFR 240.13e-4I)

**Section 5 – Corporate Governance and Management**

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 13, 2014, CIT Group Inc. (the “Company”) held its 2014 Annual Meeting of Stockholders (the “Annual Meeting”) at the Company’s offices in Livingston, New Jersey. A total of 195,044,620 shares of the Company’s common stock were entitled to vote as of March 17, 2014, the record date for the Annual Meeting. There were 182,384,763 shares present in person or by proxy, which constituted approximately 93.5% of the total votes entitled to be cast, at the Annual Meeting, at which the stockholders were asked to vote on three proposals. Set forth below are the matters acted upon by the stockholders, and the final voting results of each such proposal.

**Proposal 1. Election of Directors**

With respect to the election of the following nominees as Directors of the Company to hold office for a term of one year, or until the next annual meeting of stockholders:

| | Shares Voted | | | |
|---|---|---|---|---|
| | **For** | **Against** | **Abstain** | **Broker-Non Votes** |
| Ellen R. Alemany | 174,136,179 | 195,053 | 677,412 | 7,376,119 |
| Michael J. Embler | 174,076,017 | 254,461 | 678,166 | 7,376,119 |
| William M. Freeman | 168,203,043 | 6,127,433 | 678,168 | 7,376,119 |
| David M. Moffett | 174,164,748 | 166,003 | 677,893 | 7,376,119 |
| R. Brad Oates | 174,219,047 | 111,292 | 678,305 | 7,376,119 |
| Marianne Miller Parrs | 173,003,283 | 1,328,090 | 677,271 | 7,376,119 |
| Gerald Rosenfeld | 174,218,053 | 112,734 | 677,857 | 7,376,119 |
| Vice Admiral John R. Ryan, USN (Ret.) | 163,467,587 | 10,863,128 | 677,929 | 7,376,119 |
| Sheila A. Stamps | 174,137,859 | 193,961 | 676,824 | 7,376,119 |
| Seymour Sternberg | 167,437,239 | 6,893,436 | 677,969 | 7,376,119 |
| John A. Thain | 170,355,256 | 3,547,565 | 1,105,823 | 7,376,119 |
| Peter J. Tobin | 174,201,485 | 129,212 | 677,947 | 7,376,119 |
| Laura S. Unger | 173,657,949 | 674,163 | 676,532 | 7,376,119 |

Based on the votes set forth above, each of the nominees set forth above were duly elected to serve as directors of the Company for a one year term, or until their respective successors have been duly elected and qualified at the next annual meeting of stockholders of the Company.

**Proposal 2. Ratification of the Appointment of Independent Registered Public Accounting Firm**

The ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm and external auditors for the year ending December 31, 2014 received the following votes:

| For | Against | Abstain |
|---|---|---|
| 180,279,988 | 1,434,441 | 670,334 |

Based on the votes set forth above, the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm and external auditors to serve for the year ending December 31, 2014 was duly ratified by the stockholders.

**Proposal 3. Advisory Vote on the Compensation of the Company’s Executive Officers**

The advisory (non-binding) approval of the compensation of the Company’s named executive officers, as set forth in the Company’s proxy statement for the Annual Meeting, received the following votes:

| For | Against | Abstain | Broker Non-Votes |
|---|---|---|---|
| 105,432,406 | 68,152,933 | 1,423,305 | 7,376,119 |

Based on the votes set forth above, the compensation of the Company’s named executive officers, as set forth in the Company’s proxy statement for the Annual Meeting, was approved in an advisory vote by the stockholders.

**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: May 14, 2014