

## Section 1: FWP (FWP)

Free Writing Prospectus  
(Supplements the Preliminary Prospectus  
Supplement dated November 7, 2019)

Filed pursuant to Rule 433 under the Securities Act  
Registration Statement No. 333-221965



**CIT Group Inc.**  
**\$200,000,000 Aggregate Liquidation Preference**  
**5.625% Non-Cumulative Perpetual Preferred Stock, Series B**

**Pricing Term Sheet**  
**November 7, 2019**

Issuer:	CIT Group Inc.
Security:	5.625% Non-Cumulative Perpetual Preferred Stock, Series B (the "Preferred Stock")
Size:	8,000,000 shares
Expected Security Ratings*:	Ba3 (Moody's) / B+ (S&P) / B (Fitch)
Public Offering Price:	\$25 per share
Liquidation Preference:	\$25 per share
Maturity:	Perpetual
Dividend Rate (Non-Cumulative):	5.625% per annum
Dividend Payment Dates:	Quarterly in arrears on March 15, June 15, September 15 and December 15 of each year, beginning on March 15, 2020
Day Count:	30/360
Optional Redemption:	The Issuer may redeem the Preferred Stock at its option, at a redemption price equal to \$25 per share, plus any declared and unpaid dividends, without regard to any undeclared dividends, (i) in whole or in part, from time to time, on any dividend payment date on or after December 15, 2024, or (ii) in whole, but not in part, within 90 days following the occurrence of a "regulatory capital treatment event".
Underwriting Discount:	Retail: \$0.7875 per share Institutional: \$0.2500 per share
Net Proceeds (before expenses) to the Issuer:	\$195,807,675.10
Joint Book-Running Managers:	Morgan Stanley & Co. LLC J.P. Morgan Securities LLC Wells Fargo Securities, LLC

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Senior Co-Managers: CIT Capital Securities LLC  
Jefferies LLC  
Keefe, Bruyette & Woods, Inc.

Co-Managers: Barclays Capital Inc.  
Citigroup Global Markets Inc.  
Citizens Capital Markets, Inc.  
Credit Agricole Securities (USA) Inc.  
Credit Suisse Securities (USA) LLC  
Deutsche Bank Securities Inc.

Trade Date: November 7, 2019

Settlement Date: November 13, 2019 (T+3). Under Rule 15c6-1 of the Securities and Exchange Act of 1934, as amended, trades in the secondary market generally 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 Preferred Stock on the date of pricing will be required, by virtue of the fact that the Preferred Stock initially will 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.

CUSIP / ISIN Number: 125581 884 / US1255818841

Listing: Application will be made to list the Preferred Stock on the New York Stock Exchange under the symbol "CITPRB".

**The "Underwriting" section of the Preliminary Prospectus Supplement is hereby amended to add the following above "Notice to Prospective Investors" on page S-38:**

**"Conflicts of Interest"**

CIT Capital Securities LLC is an affiliate of CIT Group Inc., and, as such, has a "conflict of interest" in this offering of Preferred Stock within the meaning of FINRA Rule 5121. Consequently, this offering is being conducted in compliance with the provisions of Rule 5121. CIT Capital Securities LLC is not permitted to sell securities in this offering to an account over which it exercises discretionary authority without the prior specific written approval of the account holder."

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\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

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](http://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:

**Morgan Stanley & Co. LLC  
J.P. Morgan Securities LLC  
Wells Fargo Securities, LLC**

**866-718-1649 (toll free)  
212-834-4533 (collect)  
800-645-3751 (toll free)**

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