

CIT GROUP INC  
Form 8-K  
May 10, 2018

**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 10, 2018 (May 8, 2018)**

**CIT GROUP INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-31369**  
**(Commission**

**File Number)**

**11 W. 42nd Street, New York, New York 10036**

**65-1051192**  
**(IRS Employer**

**Identification No.)**

(Address of principal executive offices)

**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 (see General Instruction A.2. below):

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

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

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Section 5 Corporate Governance and Management

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

On May 8, 2018, CIT Group Inc. (the Company ) held its 2018 Annual Meeting of Stockholders (the Annual Meeting ) at the Company's offices in Livingston, New Jersey. A total of 129,106,812 shares of the Company's common stock were entitled to vote as of March 15, 2018, the record date for the Annual Meeting. There were 117,262,426 shares present in person or by proxy, which constituted approximately 90.8% 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 |           |         | Broker Non-Votes |
|---------------------------------------|--------------|-----------|---------|------------------|
|                                       | For          | Against   | Abstain |                  |
| Ellen R. Alemany                      | 109,243,508  | 3,787,177 | 113,141 | 4,118,600        |
| Michael L. Brosnan                    | 112,816,042  | 248,864   | 78,920  | 4,118,600        |
| Michael A. Carpenter                  | 111,468,019  | 1,596,029 | 79,778  | 4,118,600        |
| Dorene C. Dominguez                   | 112,775,748  | 258,522   | 109,556 | 4,118,600        |
| Alan Frank                            | 112,810,803  | 253,603   | 79,420  | 4,118,600        |
| William M. Freeman                    | 110,170,150  | 2,875,233 | 98,443  | 4,118,600        |
| R. Brad Oates                         | 111,331,549  | 1,732,423 | 79,854  | 4,118,600        |
| Gerald Rosenfeld                      | 112,809,111  | 255,743   | 78,972  | 4,118,600        |
| Vice Admiral John R. Ryan, USN (Ret.) | 110,404,745  | 2,660,082 | 78,999  | 4,118,600        |
| Sheila A. Stamps                      | 112,812,963  | 252,301   | 78,562  | 4,118,600        |
| Khanh T. Tran                         | 112,807,833  | 255,780   | 80,213  | 4,118,600        |
| Laura S. Unger                        | 112,814,076  | 251,078   | 78,672  | 4,118,600        |

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 Deloitte & Touche LLP as the Company's independent registered public accounting firm and external auditors for the year ending December 31, 2018 received the following votes:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 116,619,695 | 617,952        | 24,779         |

Based on the votes set forth above, the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm and external auditors to serve for the year ending December 31, 2018 was duly ratified by the stockholders.

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

The advisory (non-binding) vote on 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:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 101,161,248 | 11,853,438     | 129,140        | 4,118,600               |

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/ Stuart Alderoty

Name: Stuart Alderoty

Title: Executive Vice President,

General Counsel & Corporate  
Secretary

Dated: May 10, 2018