



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

March 4, 2020

John Fawcett  
Chief Financial Officer  
CIT Group Inc.  
11 West 42nd Street  
New York, New York 10036

**Re: CIT Group Inc.**  
**Form 10-K for Fiscal Year Ended December 31, 2019**  
**Filed February 20, 2020**  
**File No. 001-31369**

Dear Mr. Fawcett:

We have limited our review of your filing to the financial statements and related disclosures and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to our comment, we may have additional comments.

Form 10-K for Fiscal Year Ended December 31, 2019

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations  
Income Taxes, page 52

1. Please provide us an accounting analysis supporting the reversal of the deferred tax liability and related \$53.2 million tax benefit in 2019 related to the change in indefinite reinvestment tax assertion for unremitted earnings from Canada. Specifically tell us how you considered the mandatory deemed repatriation of post-1986 undistributed Non-U.S. earnings and profits from the 2017 Tax Cuts and Jobs Act.

In closing, we remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

John Fawcett  
CIT Group Inc.  
March 4, 2020  
Page 2

You may contact John Spitz, Staff Accountant, at (202) 551-3484 or Michael Volley, Staff Accountant, at (202) 551-3437 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance