

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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FILER

CIT GROUP HOLDINGS INC /DE/

CIK: **20388** | IRS No.: **132994534** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-58418** | Film No.: **94501870**
SIC: **6153** Short-term business credit institutions

Mailing Address
1211 AVENUE OF THE
AMERICAS
NEW YORK NY 10036

Business Address
650 CIT DRIVE
LIVINGSTON NJ 07039
2122706000

Rule 424(b)(3)
Registration Statement
No. 33-58418

PRICING SUPPLEMENT NO. 11,

Dated January 14, 1994, to
Prospectus, dated March 25, 1993, and Prospectus
Supplement, dated March 25, 1993.

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

Senior Note Senior Subordinated Note

Principal Amount: U.S. \$150,000,000.

Proceeds to Corporation: 99.875%

Underwriting Discount: 0.125%

Issue Price: Variable Price Reoffer, initially at par.

Specified Currency: U.S. Dollars.

Original Issue Date: January 24, 1994.

Maturity Date: January 24, 1995.

Interest Rate Basis: Treasury Rate.

Index Maturity: Three Months.

Spread: +8 basis points.

Initial Interest Rate: The Treasury Rate determined one
Business Day prior to the Original Issue Date plus 8
basis points.

The Notes are offered by the Underwriter, as specified
herein, subject to receipt and acceptance by it and
subject to its right to reject any order in whole or in
part. It is expected that the Notes will be ready for
delivery in book-entry form on or about January 24, 1994.

MORGAN STANLEY & CO. INCORPORATED

Form: Global Note.

Accrual of Interest: Accrued interest from the Original Issue Date or from the last date to which interest has been paid or duly provided for with respect to any Note will be calculated by multiplying the face amount of such Note by an accrued Interest Factor. This accrued Interest Factor 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 the day for which accrued interest is being calculated. The "Interest Factor" for any Note for each such day will be computed by dividing the interest rate applicable to such day by the actual number of days in the applicable year.

Interest Payment Dates: April 25, 1994, July 25, 1994
October 24, 1994, and January 24, 1995.

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: As specified in the Prospectus Supplement.

Interest Reset Date: As specified in the Prospectus Supplement.

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

Rate Cutoff Date: Six Business Days prior to each Interest Payment Date. The interest rate for each day following the Rate Cutoff Date to the Interest Payment Date will be the rate prevailing on the Rate Cutoff Date.

Maximum Interest Rate: Not Applicable.

Minimum Interest Rate: 0.0%.

Trustee, Registrar, Authenticating and Paying Agent:

The Chase Manhattan Bank (National Association), under Indenture dated as of October 24, 1984 between the Trustee and the Corporation.

UNDERWRITING

Morgan Stanley & Co. Incorporated (the "Underwriter"), is acting as principal in this transaction.

Subject to the terms and conditions set forth in a Terms Agreement dated January 14, 1994 (the "Terms Agreement"), between the Corporation and the Underwriter, and a Selling Agency Agreement, dated March 25, 1993, between the Corporation and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, The First Boston Corporation, Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated, Shearson Lehman Brothers Inc. (currently known as Lehman Brothers Inc.), and UBS Securities Inc., the Corporation has agreed to sell to the Underwriter, and the Underwriter has agreed to purchase, \$150,000,000 principal amount of the Notes.

Under the terms and conditions of the Terms Agreement, the Underwriter is committed to take and pay for all of the Notes, if any are taken.

The Underwriter has advised the Corporation that it proposes to offer the Notes for sale from time to time in one or more transactions (which may include block transactions), in negotiated transactions or otherwise, or a combination of such methods of sale, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The Underwriter may effect such transactions by selling the Notes to or through dealers, and such dealers may receive compensation in the form of underwriting discounts, concessions or commissions from the Underwriter and/or the purchasers of the Notes for whom they may act as agent. In connection with the sale of the Notes, the Underwriter may be deemed to have received compensation from the Corporation in the form of underwriting discounts, and the Underwriter may also receive commissions from the purchasers of the Notes for whom they may act as agent. The Underwriter and any dealers that participate with the Underwriter in the distribution of the Notes may be deemed to be underwriters, and any discounts or commissions

received by them and any profit on the resale of the Notes by them may be deemed to be underwriting discounts or commissions.

The Notes are a new issue of securities with no established trading market. The Corporation currently has no intention to list the Notes on any securities exchange. The Corporation has been advised by the Underwriter that it intends to make a market in the Notes but is not obligated to do so and may discontinue any market making at any time without notice. No assurance can be given as to the liquidity of the trading market for the Notes.

The Corporation has agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended.