

# 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.: **033-50666** | Film No.: **94516253**  
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. 16,

Dated March 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. \$50,000,000.

Proceeds to Corporation: 99.90%

Underwriting Discount: 0.10%

Issue Price: Variable Price Reoffer, initially at par.

Specified Currency: U.S. Dollars.

Original Issue Date: March 22, 1994.

Maturity Date: March 21, 1997.

Interest Rate Basis: Constant Maturity Treasury Rate (as  
defined below).

Index Maturity: Two Years.

Spread: -35 basis points.

Initial Interest Rate: The Constant Maturity Treasury  
Rate determined two Business Days (as defined below)  
prior to the Original Issue Date minus 35 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 March 22, 1994.

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 date 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: Quarterly on the 21st day of each March, June, September, and December, commencing June 21, 1994, provided that if any Interest Payment Date is not a Business Day, then interest will be paid on the next succeeding Business Day.

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, without adjustment for changes in the Interest Payment Date if the scheduled Interest Payment Date is not a Business Day.

Interest Determination Date: Ten Business Days prior to each Interest Reset Date.

Interest Reset Date: Quarterly on the 21st day of each March, June, September, and December, commencing June 21, 1994.

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: Not applicable.

Maximum Interest Rate: Not Applicable.

Minimum Interest Rate: 0.0%.

Calculation Agent: Salomon Brothers Inc

Other Provisions:

"Constant Maturity Treasury Rate" means, with respect to any Interest Determination Date, the rate that is published by the Board of Governors of the Federal Reserve Board System in "Statistical Release H.15(519), Selected Interest Rates", or any successor publication of the Board of Governors of the Federal Reserve System ("H.15(519)"), under the heading "U.S. Government/Securities Treasury Constant Maturities", compounded to a quarterly rate, in the Index Maturity specified above. If the H.15(519) is no longer published, the "Constant Maturity Treasury Rate" shall be the rate which appears on Telerate Page 7055 (as defined below) (as determined by the Calculation Agent), on the applicable Interest Determination Date opposite the applicable Index Maturity. If on any Interest Determination Date, such rate does not appear on Telerate Page 7055, then the Calculation Agent will contact the Board of Governors of the Federal Reserve System and request the Constant Maturity Treasury Rate, in the applicable Index Maturity, for the Interest Determination Date. If the Board of Governors of the Federal Reserve System does not provide such information by 5:00 p.m. on the Calculation Date, then the Constant Maturity Treasury Rate for such Interest Determination Date will be the arithmetic mean of quotations reported by three leading U.S. government securities dealers (one of which may be the Calculation Agent), according to their written records, with reference to the 3:00 p.m., New York time, on the Interest Determination Date closing bid-side yield quotations for the noncallable U.S. Treasury Note that is nearest in maturity to the Index Maturity, but not less than exactly the Index Maturity, and for the noncallable U.S. Treasury Note that is nearest in maturity to the Index Maturity, but not more than exactly the Index Maturity. The Calculation Agent shall calculate the Constant Maturity Treasury Rate by interpolating to the Index Maturity, based on an Actual/Actual day count basis, the yield on the two Treasury Notes selected. If the Calculation Agent cannot obtain three such adjusted

quotations, the Constant Maturity Treasury Rate for such Interest Determination Date will be the arithmetic mean of all such quotations, or if only one such quotation is obtained, such quotation,

obtained by the Calculation Agent. In all events, the Calculation Agent shall continue polling dealers until at least one adjusted yield quotation can be determined.

"Telerate Page 7055" means the display page designated as page 7055 on the Dow Jones Telerate Service (or such other page as may replace page 7055 on that service for the purpose of displaying Constant Maturity Treasury Rates).

"Business Day" means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are generally authorized or required by law or regulation to close in The City of New York.

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

Salomon Brothers Inc (the "Underwriter"), is acting as principal in this transaction.

Subject to the terms and conditions set forth in a Terms Agreement dated March 14, 1994 (the "Terms Agreement"), between the Corporation and the Underwriter, and a Letter Agreement dated March 14, 1994, between the Corporation and the Underwriter, incorporating the terms of 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, \$50,000,000 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.