

Care Investment Trust Inc.
Form SC 13D/A
October 02, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Care Investment Trust Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

141657 10 6

(CUSIP Number)

CIT Group Inc.
505 Fifth Avenue, 6th Floor
New York, New York 10017
(212) 771-0505

CIT Healthcare LLC
505 Fifth Avenue, 6th Floor
New York, New York 10017
(212) 771-0505

CIT Real Estate Holding Corporation
505 Fifth Avenue, 6th Floor
New York, New York 10017
(212) 771-0505

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
September 30, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d -7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 141657 10 6

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
CIT Real Estate Holding Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	7	SOLE VOTING POWER
	0	

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	6,981,350 shares (1)	

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
	0	

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER
	6,981,350 shares (1)	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,981,350 shares (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.2% (2)

14 TYPE OF REPORTING PERSON (See Instructions)
CO

(1) Represents 5,256,250 shares of Common Stock issued to CIT Real Estate Holding Corp. as partial consideration for the contribution of the initial assets to Care Investment Trust Inc.; 100 shares of Common Stock issued to CIT Real Estate Holding Corp. prior to Care Investment Trust Inc. s initial public offering; and 1,725,000 shares of Common Stock purchased for cash by CIT Real Estate Holding Corp. in Care Investment Trust Inc. s initial public offering. CIT Real Estate Holding Corp. shares voting and dispositive power with CIT Group Inc. as a direct wholly owned subsidiary of CIT Group Inc.

(2) Based on 21,011,831 shares of Common Stock of Care Investment Trust Inc. outstanding as of August 13, 2008.

SCHEDULE 13D

CUSIP No. 141657 10 6

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
CIT Healthcare LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	7	SOLE VOTING POWER
		0
SHARES BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER
		1,042,690 shares (1)
	9	SOLE DISPOSITIVE POWER
		0

**REPORTING
PERSON
WITH**

10

SHARED DISPOSITIVE POWER
1,042,690 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,042,690 shares (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.0% (2)

14 TYPE OF REPORTING PERSON (See Instructions)
CO

(1) Represents 607,690 shares of Common Stock granted to CIT Healthcare LLC as Manager of Care Investment Trust Inc. as of the closing of the Care Investment Trust Inc. initial public offering on June 27, 2007 pursuant to the Care Investment Trust Inc. Manager Equity Plan; and 435,000 shares underlying the warrants granted to CIT Healthcare LLC under the Manager Equity Plan on September 30, 2008. All of these shares of Common Stock and warrants vested immediately upon grant. CIT Healthcare LLC shares voting and dispositive power with CIT Group Inc. as a direct wholly owned subsidiary of CIT Group Inc.

(2) Based on 21,011,831 shares of Common Stock of Care Investment Trust Inc. outstanding as of August 13, 2008.

SCHEDULE 13D

CUSIP No. 141657 10 6

Page 4 of 9 Pages

1 NAME OF REPORTING PERSON. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
CIT Group Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) **(a)**
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC (see Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

NUMBER OF	7	SOLE VOTING POWER	
		0	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		8,024,040 shares (1)	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		8,024,040 shares (1)	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
8,024,040 shares (1)			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)			
[]			
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
38.2% (2)			
14 TYPE OF REPORTING PERSON (See Instructions)			
CO			

(1) Represents 5,256,250 shares of Common Stock issued to CIT Real Estate Holding Corp. as partial consideration for the contribution of the initial assets to Care Investment Trust Inc.; 100 shares of Common Stock issued to CIT Real Estate Holding Corp. prior to Care Investment Trust Inc.'s initial public offering and 1,725,000 shares of Common Stock purchased for cash by CIT Real Estate Holding Corp. in Care Investment Trust Inc.'s initial public offering. Also includes 607,690 shares of Common Stock granted to CIT Healthcare LLC as Manager of Care Investment Trust Inc. as of the closing of the Care Investment Trust Inc. initial public offering on June 27, 2007 pursuant to the Care Investment Trust Inc. Manager Equity Plan; and 435,000 shares underlying the warrants granted to CIT Healthcare LLC under the Manager Equity Plan on September 30, 2008. All of these shares of Common Stock and warrants vested immediately upon grant. CIT Real Estate Holding Corp. and CIT Healthcare LLC are both wholly owned subsidiaries of CIT Group Inc.

(2) Based on 21,011,831 shares of Common Stock of Care Investment Trust Inc. outstanding as of August 13, 2008.

SCHEDULE 13D

CUSIP No. 141657 10 6

Page 5 of 9 Pages

This Amendment No. 1 to Schedule 13D amends and supplements the Schedule 13D originally filed on July 9, 2007 (the Schedule 13D) on behalf of (i) CIT Real Estate Holding Corporation (CIT Holding), (ii) CIT Healthcare

LLC (CIT Healthcare) and (iii) CIT Group Inc. (CIT Group), by virtue of its 100% ownership of CIT Holding and CIT Healthcare, in connection with the initial public offering of Care Investment Trust Inc. (the Issuer) which closed on June 27, 2007.

This Amendment No. 1 is being filed to report the grant to CIT Healthcare of warrants to purchase 435,000 shares of Issuer s Common Stock on the Schedule 13D.

Capitalized terms not otherwise defined herein shall have the meanings assigned to them on the Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is amended and supplemented as follows:

On September 30, 2008, the Issuer granted to CIT Healthcare under its Manager Equity Plan warrants to purchase 435,000 shares of the Issuer s Common Stock at an exercise price of \$17.00 per share. The warrants are exercisable, in whole or in part, at any time from the date of grant until the tenth anniversary of the date of grant. The warrants are exercisable regardless of any termination or non-renewal of the Management Agreement and are transferable by CIT Healthcare at any time, subject to restrictions under the securities laws.

Also, on September 30, 2008, the Issuer and CIT Healthcare entered into Amendment No. 1 to the Management Agreement dated June 27, 2008, wherein the parties agreed to (i) reduce the Issuer s management fee payable to CIT Healthcare from 1.75% to 0.875% of book equity, retroactive to August 1, 2008, (ii) eliminate the Incentive Fee (as defined in the Management Agreement) and (iii) modify the Termination Fee (as defined in the Management Agreement) payable to the Manager upon the termination of the Management Agreement such that the Management Fee shall be equal to the average Base Management Fee (as defined in the Management Agreement) as earned by the Manager during the immediately preceding two years, but in no event shall the Termination Fee be less than \$15.4 million.

Item 7. Materials to be Filed as Exhibits

Item 7 is amended and supplemented to include the following:

- Exhibit 5. Warrant to Purchase Common Stock, dated September 30, 2008 (filed as Exhibit 10.2 to the Company s Form 8- K (File No. 001-33549), filed on October 2, 2008 and herein incorporated by reference).
- Exhibit 6. Amendment No. 1 to Management Agreement by and between Care Investment Trust and CIT Healthcare LLC, dated as of September 30, 2008 (filed as Exhibit 10.1 to the Company s Form 8-K (File No. 001-33549), filed on October 2, 2008 and herein incorporated by reference).

SCHEDULE 13D

SIGNATURE

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After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement on Schedule 13D is true, complete and correct.

October 2, 2008

CIT REAL ESTATE HOLDING CORPORATION

/s/ Stephen D. Millas

By: Stephen D. Millas
Title: Senior Vice President and Assistant Secretary

October 2, 2008

CIT HEALTHCARE LLC

/s/ Eric S. Mandelbaum

By: Eric S. Mandelbaum
Title: Senior Vice President and Secretary

October 2, 2008

CIT GROUP INC.

/s/ Eric S. Mandelbaum

By: Eric S. Mandelbaum
Title: Senior Vice President, Deputy General
Counsel and Assistant Secretary

SCHEDULE 13D

CUSIP No. 141657 10 6

Page 7 of 9 Pages

SCHEDULE I

Schedule I to Schedule 13D is amended and restated in its entirety as follows:

Unless otherwise stated herein, all individuals listed in this Schedule I are citizens of the United States.

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<u>Name and Position Held</u>	<u>Address of Principal Business/ Principal Executive Office</u>	<u>Present Principal Occupation or Employment</u>
<u>Directors and Executive Officers of CIT Group Inc.</u>		
Jeffrey M. Peek Director of CIT Group Inc.	505 Fifth Avenue, 8th Floor New York, NY 10017	Chairman and Chief Executive Officer of CIT Group Inc.
Gary C. Butler Director of CIT Group Inc.	c/o Automatic Data Processing, Inc. 1 ADP Blvd. Roseland, NJ 07068	President and Chief Executive Office of Automatic Data Processing, Inc.
William M. Freeman Director of CIT Group Inc.	c/o Arbinet-thexchange, Inc. 120 Albany Street Tower II, Suite 450 New Brunswick, NJ 08901	Chairman of the Board of Arbinet- thexchange, Inc.
Susan Lyne Director of CIT Group Inc.	c/o Gilt Groupe 40 West 20th Street New York, NY 10010	Chief Executive Officer of Gilt Groupe
James S. McDonald Director of CIT Group Inc.	c/o Rockefeller & Co., Inc. 30 Rockefeller Plaza New York, NY 10012	President and Chief Executive Officer of Rockefeller & Co., Inc.
Marianne Miller Parrs Director of CIT Group Inc.	c/o CIT Group Inc. 505 Fifth Avenue, 8th Floor New York, NY 10017	Retired Executive Vice President & Chief Financial Officer of International Paper Company
Timothy M. Ring Director of CIT Group Inc.	c/o C.R. Bard, Inc. 730 Central Avenue Murray Hill, NJ 07974	Chairman and Chief Executive Officer of C.R. Bard, Inc.
John R. Ryan Director of CIT Group Inc.	c/o Center for Creative Leadership 1 Leadership Place Greensboro, NC 27410	President and Chief Executive Officer of Center for Creative Leadership
Seymour Sternberg Director of CIT Group Inc.	c/o New York Life Insurance Company 51 Madison Avenue New York, NY 10010	Chairman of the Board of New York Life Insurance Company
Peter J. Tobin Director of CIT Group Inc.	c/o CIT Group Inc. 505 Fifth Avenue, 8th Floor New York, NY 10017	Retired Special Assistant to the President of St. John's University

SCHEDULE 13D

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Lois M. Van Deusen Director of CIT Group Inc.	c/o McCarter & English, LLP Four Gateway Center, 100 Mulberry Street, Newark, NJ 07101-0652	Managing Member of LVD Consulting and Of Counsel to McCarter & English, LLP
Robert J. Ingato Executive Vice President, General Counsel and Secretary of CIT Group Inc.	1 CIT Drive Livingston, NJ 07039	Executive Vice President, General Counsel and Secretary of CIT Group Inc.
Joseph M. Leone Vice Chairman and Chief Financial Officer of CIT Group Inc.	505 Fifth Avenue, 6th Floor New York, NY 10017	Vice Chairman and Chief Financial Officer of CIT Group Inc.
Walter J. Owens President, CIT Corporate Finance of CIT Group Inc.	505 Fifth Avenue, 8th Floor New York, NY 10017	President, CIT Corporate Finance of CIT Group Inc.
William J. Taylor Executive Vice President, Controller and Principal Accounting Officer of CIT Group Inc.	1 CIT Drive, Livingston, NJ 07039	Executive Vice President, Controller and Principal Accounting Officer of CIT Group Inc.
Jeffrey Knittel President, CIT Transportation Finance of CIT Group Inc.	505 Fifth Avenue, 6th Floor New York, NY 10017	President, CIT Transportation Finance of CIT Group Inc.
John Daly President, CIT Trade Finance of CIT Group Inc.	11 West 42nd Street New York, NY 10036	President, CIT Trade Finance of CIT Group Inc.
Alexander Mason President and Chief Operating Officer of CIT Group Inc.	505 Fifth Avenue, 8th Floor New York, NY 10017	President and Chief Operating Officer of CIT Group Inc.
Kristine Snow President of CIT Global Vendor Finance	1 CIT Drive, Livingston, NJ 07039	President, CIT Global Vendor Finance.

SCHEDULE 13D

CUSIP No. 141657 10 6

Page 9 of 9 Pages

Directors and Executive Officers of CIT Real Estate Holding Corporation

Cathleen Crowley-Piscitell Director, President and Treasurer of CIT Real Estate Holding	505 Fifth Avenue, 6th Floor New York, NY 10017	Director, President and Treasurer of CIT Real Estate Holding Corporation
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Corporation

Salvatore (Torey) Riso Secretary of CIT Real Estate Holding Corporation	505 Fifth Avenue, 6th Floor New York, NY 10017	Vice President and Assistant Secretary of CIT Healthcare LLC
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Directors and Executive Officers of CIT Healthcare LLC

Robert J. Ingato Director of CIT Healthcare LLC	1 CIT Drive Livingston, NJ 07039	Executive Vice President, General Counsel and Secretary of CIT Group Inc.
Glenn A. Votek Director of CIT Healthcare LLC	1 CIT Drive Livingston, NJ 07039	Treasurer of CIT Group Inc.
Margaret A. Brown Co-President of CIT Healthcare LLC	505 Fifth Avenue, 6th Floor New York, NY 10017	Co-President of CIT Healthcare LLC
Steven N. Warden Co-President of CIT Healthcare LLC	505 Fifth Avenue, 6th Floor New York, NY 10017	Co-President of CIT Healthcare LLC
James R. Kubu Chief Financial Officer of CIT Healthcare LLC	505 Fifth Avenue, 6th Floor New York, NY 10017	Chief Financial Officer of CIT Healthcare LLC
