

Spirit Realty Capital, Inc.
Form 424B5
April 13, 2016
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Filed Pursuant to Rule 424(b)(5)

Registration Statement No. 333-192237

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, \$0.01 par value per share	\$384,675,000	\$38,737

(1) Includes shares of Common Stock that may be purchased by the underwriter pursuant to its option to purchase additional shares of Common Stock.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

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30,000,000 Shares

Common Stock

We are offering 30,000,000 shares of our common stock.

Shares of our common stock trade on the New York Stock Exchange, or NYSE, under the symbol SRC. On April 11, 2016, the last sale price of our common stock as reported on the NYSE was \$11.46 per share.

We have elected to be taxed as a real estate investment trust, or REIT, for federal income tax purposes commencing with our taxable year ended December 31, 2005. To assist us in complying with certain federal income tax requirements applicable to REITs, our charter contains certain restrictions relating to the ownership and transfer of our capital stock, including an ownership limit of 9.8% of our outstanding common stock. See *Description of Capital Stock Restrictions on Ownership and Transfer* in the accompanying prospectus for a detailed description of the ownership and transfer restrictions applicable to our common stock.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page S-6 of this prospectus supplement and under the caption Item 1A. Risk Factors beginning on page 13 of our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference herein.

	<i>Per Share</i>	<i>Total</i>
Public offering price	\$11.15	\$334,500,000
Underwriting discount	\$0.446	\$13,380,000
Proceeds, before expenses, to us	\$10.704	\$321,120,000

We have granted the underwriters an option to purchase up to an additional 4,500,000 shares of our common stock from us at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus supplement.

On March 15, 2016, our board of directors declared a quarterly cash distribution of \$0.175 per share of common stock, which represents an annualized distribution rate of \$0.70 per share. This distribution is payable on April 15, 2016 to stockholders of record as of the close of business on March 31, 2016. Accordingly, purchasers of common stock in this offering will not be entitled to receive this distribution with respect to shares of common stock purchased in this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about April 15, 2016.

MORGAN STANLEY

BofA MERRILL LYNCH

J.P. MORGAN

DEUTSCHE BANK SECURITIES

RBC Capital Markets

SunTrust Robinson Humphrey

Wells Fargo Securities

Baird

BTIG

Capital One Securities

Scotiabank

Ramirez & Co., Inc.

Raymond James

Stifel

Ladenburg Thalmann

Sandler O'Neill + Partners, L.P.

Prospectus Supplement dated April 11, 2016

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You should rely only on the information contained in or incorporated, or deemed to be incorporated, by reference into this prospectus supplement, the accompanying prospectus or any applicable free writing prospectus we have authorized for use in connection with this offering in making a decision about whether to invest in our common stock. We have not, and the underwriters have not, authorized any other person to provide you with different or additional information. If anyone provides you with different or additional

information, you should not rely on it. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in any jurisdiction where it is unlawful to make such offer or solicitation. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any applicable free writing prospectus and the documents incorporated, or deemed to be incorporated, by reference herein or therein is accurate only as of their respective dates or as of the date or dates that are specified in such documents. Our business, financial condition, liquidity, results of operations, funds from operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference. The second part, the accompanying prospectus, gives more general information, some of which does not apply to this offering.

To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or documents incorporated by reference, the information in this prospectus supplement will supersede such information. In addition, any statement in a filing we make with the Securities and Exchange Commission, or the SEC, that is incorporated, or deemed to be incorporated, by reference herein and adds to, updates or changes information contained in an earlier filing we made with the SEC shall be deemed to modify and supersede such information in the earlier filing.

This prospectus supplement does not contain all of the information that is important to you. You should read the accompanying prospectus as well as the documents incorporated, and deemed to be incorporated, by reference in this prospectus supplement and the accompanying prospectus. See *Incorporation by Reference* in this prospectus supplement and *Where You Can Find More Information* in the accompanying prospectus.

Unless otherwise indicated or unless the context requires otherwise, references in this prospectus supplement to we, our, us and our company refer to Spirit Realty Capital, Inc., a Maryland corporation, together with its consolidated subsidiaries, including Spirit Realty, L.P. Spirit Realty, L.P. is a Delaware limited partnership of which we are the sole general partner and to which we refer in this prospectus supplement as our operating partnership.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated by reference in each, contain, and documents we subsequently file with the SEC that are deemed to be incorporated by reference in each may contain, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act, as amended, or the Exchange Act. In particular, statements pertaining to our business and growth strategies, investment, financing and leasing activities and trends in our business, including trends in the market for long-term, triple-net leases of freestanding, single-tenant properties, contain forward-looking statements. When used in this prospectus supplement, the accompanying prospectus or in the documents incorporated, or deemed to be incorporated, by reference herein and therein, the words estimate, anticipate, expect, believe, intend, may, will, should, seek, approximately or plan, or words and phrases or similar words or phrases that are predictions of or indicate future events or trends and that do not relate solely to historical matters are intended to identify forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions of management.

Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all).

The following risks and uncertainties, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

industry and economic conditions;

volatility and uncertainty in the financial markets, including potential fluctuations in the consumer price index;

our success in implementing our business strategy and our ability to identify, underwrite, finance, consummate, integrate and manage diversifying acquisitions or investments;

our ability to diversify our tenant base and reduce the concentration of our significant tenant;

the nature and extent of our competition;

increases in our costs of borrowing as a result of changes in interest rates and other factors;

our ability to access debt and equity capital markets;

our ability to pay down, refinance, restructure and/or extend our indebtedness as it becomes due;

our ability and willingness to renew our leases upon expiration and to reposition our properties on the same or better terms upon expiration in the event such properties are not renewed by tenants or we exercise our rights to replace existing tenants upon default;

the impact of any financial, accounting, legal or regulatory issues or litigation that may affect us or our major tenants;

our ability to manage our expanded operations;

risks related to the relocation of our corporate headquarters to Dallas, Texas;

our ability and willingness to maintain our qualification as a REIT;

the successful completion of this offering;

our use of proceeds from this offering; and

other risks inherent in the real estate business, including tenant defaults, potential liability relating to environmental matters, illiquidity of real estate investments and potential damages from natural disasters.

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The factors included in this prospectus supplement and the accompanying prospectus, including the documents incorporated, and deemed to be incorporated, by reference in each, and documents we subsequently file with the SEC that are deemed to be incorporated by reference in each, are not exhaustive and additional factors could adversely affect our business and financial performance. For a discussion of additional risk factors, see the factors described in the Risk Factors section beginning on page S-6 of this prospectus supplement and under the caption Item 1A. Risk Factors beginning on page 13 of our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference herein, as well as the other risks described in this prospectus supplement and the accompanying prospectus and the documents incorporated, and deemed to be incorporated, by reference in each. All forward-looking statements are based on information that was available, and speak only, as of the date on which they were made. We assume no obligation to update any forward-looking statement that becomes untrue because of subsequent events, new information or otherwise, except to the extent we are required to do so in connection with our ongoing requirements under federal securities law.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information appearing elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus and any free writing prospectus that we have authorized for use in connection with this offering and may not contain all of the information that is important to you. You should read this prospectus supplement and the accompanying prospectus, including information incorporated, and deemed to be incorporated, by reference, and any free writing prospectus that we have authorized for use in connection with this offering, in their entirety. Investors should carefully consider the information set forth under Risk Factors beginning on page S-6 of this prospectus supplement and under the caption Item 1A. Risk Factors beginning on page 13 of our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference herein.

SPIRIT REALTY CAPITAL, INC.

We are a Maryland corporation and operate as a self-administered and self-managed REIT with in-house capabilities, including acquisition, portfolio management, asset management, credit research, real estate research, legal, finance and accounting and capital markets. We primarily invest in single-tenant, operationally essential real estate throughout the United States, which is generally acquired through strategic sale-leaseback transactions and subsequently leased on a long-term, triple-net basis to high-quality tenants with business operations within predominantly retail, but also office and industrial property types. Single-tenant, operationally essential real estate generally refers to freestanding, commercial real estate facilities where tenants conduct activities that are essential to the generation of their sales and profits.

As of December 31, 2015, our undepreciated gross investment in real estate and loans totaled approximately \$8.30 billion, representing investments in 2,629 properties, including properties securing our mortgage loans. Of this amount, 98.7% consisted of our gross investment in real estate, representing ownership of 2,485 properties, and the remaining 1.3% consisted primarily of commercial mortgage loans receivable secured by 144 real properties.

As of December 31, 2015, our owned properties were approximately 98.6% occupied (based on number of properties), and our leases had a weighted average non-cancelable remaining lease term (based on total rental revenue) of approximately 10.7 years. Our leases are generally long-term, typically with non-cancelable initial terms of 15 to 20 years and tenant renewal options for additional terms. As of December 31, 2015, approximately 88% of our single-tenant leases (based on total rental revenue normalized to exclude rental revenues contributed by properties sold during the period) provided for increases in future annual base rent.

Our operations are carried out through our operating partnership. Spirit General OP Holdings, LLC, one of our wholly-owned subsidiaries, is the sole general partner and owns 1.0% of our operating partnership. We and a wholly-owned subsidiary are the only limited partners and together own the remaining 99.0% of our operating partnership.

Our outstanding common stock is listed on the NYSE under the symbol SRC.

RECENT DEVELOPMENTS

Acquisitions

From January 1, 2016 through April 8, 2016, we acquired 15 properties for a gross acquisition cost of approximately \$72.5 million in nine transactions with an initial cash yield of approximately 8.02% (based on in-place base rent payable under the lease) and a weighted average remaining lease term of approximately 15.6 years.

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We also have identified and are in various stages of reviewing a number of potential property acquisitions. As of April 8, 2016, we were tracking and evaluating properties that present acquisition opportunities during the second quarter of 2016 with an estimated aggregate purchase price of over \$190.0 million, in addition to acquisitions under contract with an aggregate purchase price of approximately \$7.0 million. Our acquisition of these properties (other than the acquisitions under contract) is subject to us negotiating and executing with the sellers mutually acceptable definitive and binding purchase and sale agreements. There can be no assurance that the sellers of these properties will be willing to proceed with a transaction, that we will be able to negotiate and execute satisfactory definitive purchase and sale agreements with the sellers, that our due diligence will be satisfactory or that the conditions to closing will be satisfied. As such, there can be no assurance that we will complete any of the potential acquisitions that we are evaluating.

We calculate initial cash yield from acquired properties by dividing the first 12 months of contractual cash rent (excluding any future rent escalations provided for in the lease and contingent rent) by gross investment in the properties. Gross investment in an acquired property includes the contracted purchase price and any related capitalized transaction costs. Because it excludes any future rent increases or additional rent that may be contractually provided for in the lease, as well as any other income or fees that may be earned from lease modifications or asset dispositions, initial cash yield does not represent the annualized investment rate of return of acquired properties. Additionally, actual cash rent earned from acquired properties may differ from the contractual cash rent used in calculating the initial cash yield based on other factors, including difficulties collecting contractual rental revenues and unanticipated expenses at these properties that we cannot pass on to tenants, as well as the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this prospectus supplement.

Dispositions

From January 1, 2016 through April 8, 2016, we disposed of 38 properties for aggregate gross proceeds of approximately \$109.9 million, with a capitalization rate of approximately 6.42% (based on in-place base rent payable under the lease) and an overall gain on sale of \$16.7 million. This includes three of the six stores that Haggen Holdings, LLC and a number of its affiliates (collectively, Haggen) returned to our possession in connection with Haggen s partial assumption and partial rejection of its master lease with us pursuant to a settlement agreement approved by the bankruptcy court on November 25, 2015. We disposed of these three Haggen stores for gross proceeds of approximately \$20.8 million. As of April 8, 2016, we had dispositions under contract that would generate aggregate gross proceeds of approximately \$80.3 million. While we expect to complete these dispositions, the consummation of each disposition is subject to customary closing conditions. As a result, there can be no assurance that we will complete these dispositions.

We calculate the capitalization rate for disposed properties as the annualized cash rent on the date of disposition divided by the gross sales price. For multi-tenant properties, non-reimbursable property costs are deducted from the annualized cash rent prior to computing the capitalization rate. Annualized cash rent for a disposed property represents the annualized monthly contractual cash rent under the related lease at time of disposition.

Financing Activity

Our operating partnership s \$600.0 million revolving credit facility includes an accordion feature that allows us to increase the size of the revolving credit facility to up to \$1.0 billion, subject to satisfying certain requirements and obtaining additional lender commitments. We are currently seeking additional lender commitments to increase the revolving credit facility by \$200.0 million; however, no assurance can be given that we will be successful in obtaining such commitments. The revolving credit facility bears interest at LIBOR plus

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an applicable margin based on our leverage. The applicable margin in effect at March 31, 2016 was 1.70%. The revolving credit facility was undrawn as of April 8, 2016.

From January 1, 2016 through April 8, 2016, we reduced the amount of outstanding commercial mortgage backed securities and securitized net-lease mortgage notes under our master funding program by \$111.0 million (including the extinguishment of \$13.6 million of defaulted loans through deed in lieu transfers).

ATM Activity

From January 1, 2016 through April 8, 2016, we sold a total of 3,012,260 shares of our common stock under our at-the-market equity distribution program at an average price per share of \$11.17, for an aggregate gross sales price of approximately \$33.6 million.

Quarterly Distribution

On March 15, 2016, our board of directors declared a quarterly cash distribution of \$0.175 per share of common stock, which represents an annualized distribution rate of \$0.70 per share. This distribution is payable on April 15, 2016 to stockholders of record as of the close of business on March 31, 2016. Accordingly, purchasers of common stock in this offering will not be entitled to receive this distribution with respect to shares of common stock purchased in this offering.

CORPORATE INFORMATION

Our principal executive offices are located at 16767 North Perimeter Drive, Suite 210, Scottsdale, Arizona 85260. Our telephone number is (480) 606-0820. Our web site is www.spiritrealty.com. Information contained in, or that can be accessed through, our web site is not part of, and is not incorporated into, this prospectus supplement or the accompanying prospectus. The foregoing information about us is only a general summary and is not intended to be comprehensive. For additional information about us, you should refer to the information under **Incorporation by Reference** in this prospectus supplement and **Where You Can Find More Information** in the accompanying prospectus.

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THE OFFERING

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of our common stock, see **Description of Capital Stock** in the accompanying prospectus.

Issuer	Spirit Realty Capital, Inc., a Maryland corporation.
Securities Offered	30,000,000 shares of common stock, \$0.01 par value per share. We have granted the underwriters an option to purchase up to an additional 4,500,000 shares of our common stock.
Shares of Common Stock Outstanding Upon Completion of This Offering	475,163,012 shares of common stock (479,663,012 shares if the underwriters exercise their option to purchase additional shares in full). ⁽¹⁾
NYSE symbol	SRC.
Use of Proceeds	We estimate that the net proceeds from this offering, after deducting the underwriting discount and other estimated expenses payable by us, will be approximately \$320.7 million (\$368.9 million if the underwriters exercise their option to purchase additional shares in full). We intend to contribute the net proceeds from this offering to our operating partnership in exchange for common units of operating partnership. Our operating partnership intends to use the net proceeds from this offering to reduce amounts outstanding under its \$370.0 million term loan facility. We expect to redraw on our operating partnership's term loan facility and revolving credit facility from time to time to repay approximately \$200.0 million of outstanding commercial mortgage backed securities maturing within the next 12 months, to fund identified and potential future acquisitions, and for general corporate purposes. See Use of Proceeds in this prospectus supplement.

Affiliates of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, SunTrust Robinson Humphrey, Inc., RBC Capital Markets, LLC, BTIG, LLC, Capital One Securities, Inc. and Raymond James & Associates, Inc. (underwriters in this offering) are

lenders under our operating partnership's term loan facility. In addition, in connection with this offering, Samuel A. Ramirez & Company, Inc. (an underwriter in this offering) is paying a referral fee to Associated Investment Services, Inc. (an affiliate of which is a lender under our operating partnership's term loan facility). As described above, our operating partnership intends to use the net proceeds from this offering to reduce

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Risk Factors

amounts outstanding under its term loan facility. As a result, these affiliates will receive their proportionate share of any amounts repaid under the term loan facility with the net proceeds from this offering.

Investing in our common stock involves risks. You should carefully consider the information set forth under Risk Factors beginning on page S-6 of this prospectus supplement and under the caption Item 1A. Risk Factors beginning on page 13 of our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

- (1) The number of shares of our common stock that will be outstanding after this offering is based on 445,163,012 shares outstanding as of April 8, 2016 and excludes:

a maximum of 823,179 shares of our common stock available for issuance in the future under our incentive award plan; and

a total of 729,898 target performance shares granted to certain of our executive officers under three separate award programs. The target performance shares were granted in 2014 (155,096), 2015 (264,096) and 2016 (310,706) and are subject to three-year performance periods that began on January 1 of each grant year and end on December 31, 2016, 2017 and 2018, respectively. Pursuant to a performance share award agreement, each participant is eligible to vest in and receive shares of our common stock based on the initial target number of shares granted multiplied by a percentage range between 0% and 250%. The percentage range is based on the attainment of total shareholder return of our company compared to a specified peer group of companies during the performance period.

On March 30, 2016, our board of directors adopted, subject to stockholder approval, an amendment and restatement of our incentive award plan, which would increase the number of shares of common stock reserved for issuance thereunder by 5,500,000 shares. Unless otherwise stated, all information contained in this prospectus supplement assumes no exercise of the underwriters' option to purchase additional shares in this offering.

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RISK FACTORS

*Investing in our common stock involves risks. Before acquiring our common stock offered pursuant to this prospectus supplement and the accompanying prospectus, you should carefully consider the information contained and incorporated, or deemed to be incorporated, by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus that we may prepare in connection with this offering, including, without limitation, the risks of an investment in our company under the caption *Item 1A. Risk Factors* beginning on page 13 of our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this prospectus supplement and the accompanying prospectus. The occurrence of any of these risks could materially and adversely affect our business, financial condition, liquidity, results of operations, funds from operations and prospects and might cause you to lose all or a part of your investment in our common stock. Please also refer to the section entitled *Special Note Regarding Forward- Looking Statements* included elsewhere in this prospectus supplement.*

Risks Related to this Offering

The market price and trading volume of shares of our common stock may be adversely impacted by various factors.

The market price and trading volume of our common stock may fluctuate widely due to various factors, including:

actual or anticipated variations in our quarterly operating results or distributions, or those of our competitors;

publication of research reports about us, our competitors or the real estate industry;

adverse market reaction to any additional indebtedness we incur or debt or equity securities we or our operating partnership issue in the future;

additions or departures of key management personnel;

changes in our credit ratings;

the financial condition, performance and prospects of our tenants; and

the realization of any of the other risk factors presented in our Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

We may issue shares of our common stock, preferred stock, or other securities without stockholder approval, including shares issued to satisfy REIT dividend distribution requirements. Our operating partnership may issue partnership interests to third parties, and such partnership interests would be exchangeable for cash or, at our election, shares of our common stock at specified ratios set when partnership interests in our operating partnership are issued. Our existing stockholders have no preemptive rights to acquire any of these securities, and any issuance of equity

securities by us or our operating partnership may dilute stockholder investment.

There can be no assurance that we will be able to maintain cash distributions, and certain agreements relating to our indebtedness may, under certain circumstances, limit or eliminate our ability to make distributions to our common stockholders.

Our ability to continue to make distributions in the future may be adversely affected by the risk factors described in and incorporated by reference into this prospectus supplement and the accompanying prospectus. We can give no assurance that we will be able to maintain distributions and certain agreements relating to our indebtedness may, under certain circumstances, limit or eliminate our ability to make distributions to our common stockholders. We can give no assurance that rents from our properties will increase, or that future acquisitions of real properties, mortgage loans or other investments will increase our cash available for

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distribution to stockholders. In addition, all distributions are made at the discretion of our board of directors and depend on our earnings, our financial condition, maintaining our REIT status, contractual limitations relating to our indebtedness, Maryland law and other factors our board of directors deems relevant from time to time.

Distributions are expected to be based upon our funds from operations, financial condition, cash flows and liquidity, debt service requirements and capital expenditure requirements for our properties. If we do not have sufficient cash available for distribution, we may need to fund the shortage out of working capital or revenues from future property acquisitions, if any, or borrow to provide funds for such distributions, which would reduce the amount of proceeds available for real estate investments and increase our future interest costs. Our inability to make distributions, or to make distributions at expected levels, could result in a decrease in the per share trading price of our common stock.

Increases in market interest rates may result in a decrease in the value of shares of our common stock.

One of the factors that influences the price of shares of our common stock is the distribution yield on shares of our common stock (as a percentage of the price of shares of our common stock) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of shares of our common stock to expect a higher distribution yield, and higher interest rates would likely increase our borrowing costs and potentially decrease cash available for distribution. Thus, higher market interest rates could cause the per share trading price of our common stock to decrease.

Broad market fluctuations could negatively impact the market price of shares of our common stock.

The stock market has experienced extreme price and volume fluctuations that have affected the market price of the common equity of many companies in industries similar or related to ours and that have been unrelated to these companies' operating performances. These broad market fluctuations could reduce the market price of shares of our common stock. Furthermore, our operating results and prospects may be below the expectations of public market analysts and investors or may be lower than those of companies with comparable market capitalizations. Either of these factors could lead to a material decline in the per share trading price of our common stock.

Future offerings of debt, which would be senior to shares of our common stock upon liquidation, and/or preferred equity securities that may be senior to shares of our common stock for purposes of distributions or upon liquidation, may materially and adversely affect the market price of shares of our common stock.

In the future, we may attempt to increase our capital resources by making offerings of debt or preferred equity securities (or causing our operating partnership to issue debt securities). Upon liquidation, holders of our debt securities and preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to our common stockholders. Additionally, our outstanding convertible senior notes have, and any convertible or exchangeable securities that we issue in the future may have, rights, preferences and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. Our common stockholders are not entitled to preemptive rights or other protections against dilution. Our preferred stock, if issued, could have a preference on liquidating distributions or a preference on distribution payments that could limit our ability to make distributions to our common stockholders. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Our common stockholders bear the risk of our future offerings reducing the per share trading price of our common stock.

You may experience significant dilution as a result of this offering, which may adversely affect the per share trading price of our common stock.

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This offering may have a dilutive effect on our earnings per share and funds from operations per share after giving effect to the issuance of our common stock in this offering and the receipt of the expected net proceeds. The actual amount of dilution from this offering or from any future offering of common (including pursuant to

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our at-the-market equity distribution program) or preferred stock will be based on numerous factors, particularly the number of shares of our common stock issued, the use of proceeds and the return generated by such investment, and cannot be determined at this time. The per share trading price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market pursuant to this offering, or otherwise, or as a result of the perception or expectation that such sales could occur.

Affiliates of the underwriters may receive benefits in connection with this offering.

Affiliates of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, SunTrust Robinson Humphrey, Inc., RBC Capital Markets, LLC, BTIG, LLC, Capital One Securities, Inc. and Raymond James & Associates, Inc., underwriters in this offering, are lenders under our operating partnership's term loan facility. In addition, in connection with this offering, Samuel A. Ramirez & Company, Inc. (an underwriter in this offering) is paying a referral fee to Associated Investment Services, Inc. (an affiliate of which is a lender under our operating partnership's term loan facility). As described above, our operating partnership intends to use the net proceeds from this offering to reduce amounts outstanding under its term loan facility. As a result, these affiliates will receive their proportionate share of any amounts repaid under the term loan facility with the net proceeds from this offering. This use of proceeds creates a conflict of interest because such underwriters have an interest in the successful completion of this offering beyond the underwriting discount they will receive. These interests may influence the decision regarding the terms and circumstances under which the offering is completed.

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USE OF PROCEEDS

We estimate that the net proceeds from this offering, after deducting the underwriting discount and other estimated expenses payable by us, will be approximately \$320.7 million (\$368.9 million if the underwriters exercise their option to purchase additional shares in full). We intend to contribute the net proceeds from this offering to our operating partnership in exchange for common units of operating partnership. Our operating partnership intends to use the net proceeds from this offering to reduce amounts outstanding under its \$370.0 million term loan facility. We expect to redraw on our operating partnership's term loan facility and revolving credit facility from time to time to repay approximately \$200.0 million of outstanding commercial mortgage backed securities maturing within the next 12 months, to fund identified and potential future acquisitions, and for general corporate purposes.

As of April 8, 2016, our operating partnership had approximately \$334.0 million of indebtedness outstanding under its term loan facility, the proceeds from which were primarily used to repay amounts outstanding under our operating partnership's revolving credit facility and, to a lesser extent, to fund acquisitions. The term loan facility bears interest at either prime or LIBOR, plus an applicable margin based on our leverage, and has an initial term that expires on November 2, 2018 (extendable at our operating partnership's option to November 2, 2020, subject to certain requirements and payment of an extension fee). The applicable margin in effect at March 31, 2016 was 1.60%. The commercial mortgage backed securities we expect to repay have an average maturity of 10 months and a weighted average interest rate of 5.98%.

Affiliates of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, SunTrust Robinson Humphrey, Inc., RBC Capital Markets, LLC, BTIG, LLC, Capital One Securities, Inc. and Raymond James & Associates, Inc. (underwriters in this offering) are lenders under our operating partnership's term loan facility. In addition, in connection with this offering, Samuel A. Ramirez & Company, Inc. (an underwriter in this offering) is paying a referral fee to Associated Investment Services, Inc. (an affiliate of which is a lender under our operating partnership's term loan facility). As described above, our operating partnership intends to use the net proceeds from this offering to reduce amounts outstanding under its term loan facility. As a result, these affiliates will receive their proportionate share of any amounts repaid under the term loan facility with the net proceeds from this offering.

Table of Contents**UNDERWRITING**

Under the terms and subject to the conditions in an underwriting agreement dated the date of this prospectus supplement, the underwriters named below, for whom Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Deutsche Bank Securities Inc. are acting as representatives, have severally agreed to purchase, and we have agreed to sell them, severally, the number of shares indicated below:

Name	Number of Shares
Morgan Stanley & Co. LLC	7,500,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	6,112,500
J.P. Morgan Securities LLC	6,112,500
Deutsche Bank Securities Inc.	4,200,000
RBC Capital Markets, LLC	900,000
SunTrust Robinson Humphrey, Inc.	900,000
Wells Fargo Securities, LLC	900,000
Robert W. Baird & Co., Inc.	525,000
BTIG, LLC	525,000
Capital One Securities, Inc.	525,000
Scotia Capital (USA) Inc.	525,000
Samuel A. Ramirez & Company, Inc.	350,000
Raymond James & Associates, Inc.	350,000
Stifel, Nicolaus & Company, Incorporated	350,000
Ladenburg Thalmann & Co. Inc.	112,500
Sandler O'Neill & Partners, L.P.	112,500
Total	30,000,000

The underwriters and the representatives are collectively referred to as the underwriters and the representatives, respectively. The underwriters are offering the shares of common stock subject to their acceptance of the shares from us and subject to prior sale. The underwriting agreement provides that the obligations of the several underwriters to pay for and accept delivery of the shares of common stock offered by this prospectus supplement are subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriting agreement also provides that if an underwriter defaults, the purchase commitment of non-defaulting underwriters may also be increased or the offering may be terminated. The underwriters are obligated to take and pay for all of the shares of common stock offered by this prospectus supplement if any such shares are taken. However, the underwriters are not required to take or pay for the shares covered by the underwriters' option to purchase additional shares described below.

The underwriters propose initially to offer the share of common stock to the public at the public offering price on the cover page of this prospectus supplement and to dealers at that price less a concession not in excess of \$0.2676 per share. After the public offering, the public offering price and concession may be changed. Sales of shares of common stock made outside of the United States may be made by affiliates of the underwriters.

Option to purchase additional common stock

We have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus supplement, to purchase up to 4,500,000 additional shares of common stock at the public offering price listed on the cover page of this prospectus supplement, less the underwriting discount. To the extent the option is exercised, each underwriter will become obligated, subject to certain conditions, to purchase about the same percentage of the additional shares of common stock as the number listed next to each underwriter's name in the preceding table bears to the total number of shares of common stock listed next to the names of all underwriters in the preceding table.

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Table of Contents**Underwriting discount paid by us**

The following table shows the per share and total public offering price, underwriting discount, and proceeds, before expenses, to us. These amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase additional shares of common stock.

	Per Share	No Exercise	Total Full Exercise
Public offering price	\$ 11.15	\$ 334,500,000	\$ 384,675,000
Underwriting discount	\$ 0.446	\$ 13,380,000	\$ 15,387,000
Proceeds, before expenses, to us	\$ 10.704	\$ 321,120,000	\$ 369,288,000

The estimated offering expenses payable by us, exclusive of the underwriting discount, are approximately \$375,000.

New York Stock Exchange listing

Our common stock is listed on the NYSE under the trading symbol SRC.

Lock-Ups

We and all of our directors and officers have agreed that, without the prior written consent of Morgan Stanley & Co. LLC on behalf of the underwriters, we and they will not, during the period ending 45 days after the date of this prospectus supplement (the restricted period):

offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable for shares of common stock;

file any registration statement with the SEC relating to the offering of any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock; or

enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the common stock, whether any such transaction described above is to be settled by delivery of common stock or such other securities, in cash or otherwise. In addition, we and each such person agrees that, without the prior written consent of Morgan Stanley & Co. LLC on behalf of the underwriters, we or such other person will not, during the restricted period, make any demand for, or exercise any right with respect to, the registration of any shares of common stock or any security convertible into or exercisable or exchangeable for common stock.

The restrictions described in the immediately preceding paragraph do not apply to:

the sale of shares to the underwriters; or

the issuance by us of shares of common stock upon the exercise of an option or a warrant or the conversion of a security outstanding on the date of this prospectus supplement of which the underwriters have been advised in writing;

transactions by any person other than us relating to shares of common stock or other securities acquired in open market transactions after the completion of the offering of the shares; provided that no filing under Section 16(a) of the Exchange Act, is required or voluntarily made in connection with subsequent sales of the common stock or other securities acquired in such open market transactions;

the issuance of common units by our operating partnership in connection with acquisitions of real property or real property companies; provided that the aggregate value of any such common unit

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issuances during the restricted period in the aggregate does not exceed \$100 million (with the value of each common unit equal to the closing price per share of our common stock on the NYSE on the date of issuance); provided further that the recipient of any such common units shall agree not to sell or otherwise dispose of any such common units for the then remaining term of the restricted period;

transfers of shares of common stock or any security convertible into common stock as a bona fide gift, charitable donation or disposition by will or intestacy (including, without limitation, any disposition from a revocable trust, family trust or similar trust arrangement providing for the distribution of assets upon death or intestacy);

the establishment of a trading plan pursuant to Rule 10b5-1 under the Exchange Act for the transfer of shares of common stock, provided that (i) such plan does not provide for the transfer of common stock during the restricted period and (ii) to the extent a public announcement or filing under the Exchange Act, if any, is required or voluntarily made regarding the establishment of such plan, such announcement or filing shall include a statement to the effect that no transfer of common stock may be made under such plan during the restricted period;

sales of shares of common stock made pursuant to and in accordance with a trading plan pursuant to Rule 10b5-1 under the Exchange Act existing on the date of this prospectus supplement; or

sales or the surrender of shares of common stock sufficient to generate net proceeds not in excess of the estimated federal and state income tax liabilities associated with the vesting of any equity securities during the restricted period.

Morgan Stanley & Co. LLC, in its sole discretion, may release the common stock and other securities subject to the lock-up agreements described above in whole or in part at any time with or without notice.

Price stabilization and short positions; repurchase of common stock

In order to facilitate the offering of the common stock, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the common stock. Specifically, the underwriters may sell more shares than they are obligated to purchase under the underwriting agreement, creating a short position. A short sale is covered if the short position is no greater than the number of shares available for purchase by the underwriters under the option. The underwriters can close out a covered short sale by exercising the option or purchasing shares in the open market. In determining the source of shares to close out a covered short sale, the underwriters will consider, among other things, the open market price of shares compared to the price available under the option. The underwriters may also sell shares in excess of the option, creating a naked short position. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market after pricing that could adversely affect investors who purchase in this offering. As an additional means of facilitating this offering, the underwriters may bid for, and purchase, shares of common stock in the open market to stabilize the price of the common stock. These activities may raise or maintain the market price of the common stock above independent market levels or prevent or retard a decline in the market price of the common stock. The underwriters are not required to engage in these activities and may end any of these activities at any time.

Indemnification

We and the underwriters have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act.

Electronic Delivery

A prospectus supplement in electronic format may be made available on websites maintained by one or more underwriters, or selling group members, if any, participating in this offering.

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Other Relationships

The underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Accordingly, the underwriter and its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for us, for which they received or will receive customary fees and expenses.

Affiliates of Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, SunTrust Robinson Humphrey, Inc., RBC Capital Markets, LLC, BTIG, LLC, Capital One Securities, Inc. and Raymond James & Associates, Inc. (underwriters in this offering) are lenders under operating partnership's term loan facility. In addition, in connection with this offering, Samuel A. Ramirez & Company, Inc. (an underwriter in this offering) is paying a referral fee to Associated Investment Services, Inc., a Financial Industry Regulatory Authority member (an affiliate of which is a lender under our operating partnership's term loan facility). As described above, our operating partnership intends to use the net proceeds from this offering to reduce amounts outstanding under its term loan facility. As a result, these affiliates will receive their proportionate share of any amounts repaid under the term loan facility with the net proceeds from this offering. Additionally, Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc. are selling agents under our at-the-market equity distribution program, pursuant to which we may sell shares of our common stock having an aggregate gross sales price of up to \$350.0 million. Stifel, Nicolaus & Company, Incorporated may pay a fee in connection with sales of our shares of common stock in this offering to an unaffiliated entity (or an affiliate of such entity), which is a lender under our operating partnership's revolving credit facility.

In addition, in the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt New Roman, Times, Serif; margin: 0 0

6pt">Senior Leadership Positions:

- Chairwoman and Chief Executive Officer, Vanir Group of Companies, Inc.
- Director of CIT Bank, N.A.

Director Since:

February 2017

Prior Senior Leadership Positions:

- Director, American River Bank

Ms. Dominguez currently serves as the Chairwoman and Chief Executive Officer of Vanir Group of Companies, Inc., and its subsidiaries Vanir Construction Management, Inc. and Vanir Development Company, Inc. Having a national presence in program, project, and construction management services, Vanir Construction Management is ranked #26 in revenue by Engineering News & Review. Ms. Dominguez is an active member of various community improvement projects, boards and commissions, including chair of The Dominguez Dream, which serves elementary schools in underserved communities by providing academic enrichment programs in math, science, language arts and engineering. She is a current member of the Latino Studies Board of Notre Dame University in South Bend Indiana, Pride Industries Board of Directors, Coca-Cola Hispanic Advisory Council and Cal Chamber Board, and sits on the Board of the University of Southern California, Lusk Center for Real Estate. Ms. Dominguez formerly served as a member of the American River Bank Board of Directors, the New America Alliance and the

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National Council of La Raza. Ms. Dominguez graduated from the University of Notre Dame and holds a bachelor's degree in business finance. She also earned a Certificate for Corporate Governance from the Center for Business and Government, John F. Kennedy School of Government, Harvard University. Ms. Dominguez is also a director of CIT Bank, N.A.

Qualifications: Ms. Dominguez provides the Board with extensive experience in executive management, finance, asset management and corporate governance.

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Alan Frank

Other Public Directorships:

Age: 65

- None

Board Committees: Senior Leadership Positions:

- Audit

- Director of CIT Bank, N.A.

Prior Senior Leadership Positions:

Director Since:

- Director of OneWest Bank N.A.

August 2015

- Partner of Deloitte & Touche LLP

- Director of IMB Holdco LLC

Mr. Frank has served as a director of CIT since August 2015 and as a director of OneWest Bank N.A. from 2014 to 2015. Mr. Frank spent 40 years with Deloitte & Touche LLP and retired in December 2012. With Deloitte & Touche, he led audit service teams from 1983 to 2012 and he led the Southern California consumer business and middle market audit practices from 1986 through 2010. Mr. Frank has significant experience with mergers and acquisitions, financial reporting matters, initial public offerings, and high growth companies. Mr. Frank graduated from the University of Southern California with a Bachelor of Science Degree.

Qualifications: Mr. Frank provides the Board with over 40 years of experience in external audit matters as a partner of a nationally recognized accounting firm.

William M. Freeman

Age: 64

Other Public Directorships:

- None

Senior Leadership Positions:

Board Committees:

- Executive Chairman of General Waters Inc.
- Nominating & Governance (Chair) Director, Value Added Holdings, Inc.
- Compensation
- Board of Trustees of Drew University

- Chairman of Celadon Global Inc.

Prior Senior Leadership Positions:

- Director of TerreStar Corporation
- Chairman of the Board of Arbinet-thexchange, Inc.

Director Since:

July 2003

- Chief Executive Officer and Director of Leap Wireless International
- Chief Executive Officer of Bell Atlantic-Washington, D.C.
- President of the Public Communications Group of Verizon Communications Inc.
- President and Chief Executive Officer of Bell Atlantic-New Jersey

Mr. Freeman has served as a director of CIT since July 2003. Mr. Freeman retired in February 2010 as Chairman of the Board of Arbinet-thexchange, Inc., in which capacity he had served since November 2007. Previously, Mr. Freeman served as President and Chief Executive Officer and Director of Arbinet-thexchange, Inc. from November 2007 until September 2008. Prior to joining Arbinet-thexchange, Mr. Freeman was elected to the board of Motient Corp., (predecessor to TerreStar Corporation), in February 2007, and Chairman of Motient/TerreStar in March 2007. Mr. Freeman also served as Chief Executive Officer and Director of Leap Wireless International, Inc. from May 2004 to February 2005 and as President of the Public Communications Group of Verizon Communications Inc. from 2000 to February 2004. Mr. Freeman served on the Board of Directors of Summit Bancorp from 1999 to 2002. Mr. Freeman served as President and Chief Executive Officer of Bell Atlantic-New Jersey from 1998 to 2000, President and Chief Executive Officer of Bell Atlantic-Washington, D.C. from 1994 to 1998, and in a number of other executive and management positions at Verizon since 1974. Mr. Freeman was a founder and co-owner of Synthesis Security LLC, a closely held telecommunications company. Mr. Freeman currently serves, or during the preceding five years served, on the Board of Directors of TerreStar Corporation, the Board of Trustees of Drew University, and as a director of Value Added Holdings, Inc., a privately held communications company, is the Executive Chairman and shareholder of General Waters Inc., a privately held beverage marketing and distribution company, and Chairman of Celadon Global Inc., a privately held mergers and acquisitions research firm.

Qualifications: Mr. Freeman provides the Board with extensive experience in managing organizations of various sizes and extensive experience in the telecommunications industry, a key market for CIT's lending products.

R. Brad Oates Other Public Directorships:

Age: 63 • None

Board Committees: Senior Leadership Positions:

• Compensation (Chair) • Chairman and Managing Partner of Stone Advisors, LP

• Risk Management • Director of CIT Bank, N.A.

Prior Senior Leadership Positions:

• Chairman of the Board of Directors of NFC Global, LLC

Director Since:

• President and Chief Operating Officer of Bluebonnet Savings Bank FSB

December 2009

• Director of GearingStone, LLC

• Director of Neways Inc.

Mr. Oates has served as a director of CIT since December 2009. He currently serves as Chairman and Managing Partner of Stone Advisors, LP, a strategic advisory firm specializing in distressed asset situations, which is currently engaged as a contractor by the Federal Deposit Insurance Corporation (FDIC) to assist in resolving bank receiverships. Prior to joining Stone Advisors, Mr. Oates served from 1988 until 2003 as President and Chief Operating Officer of Bluebonnet Savings Bank FSB, responsible for bank operations and strategic planning in a bank turnaround situation, and as Executive Vice President of Stone Holdings, Inc., the holding company for Bluebonnet Savings Bank and a private investment company specializing in banking, information services, risk management and emerging technologies. Mr. Oates currently serves, or during the preceding five years served, as Chairman of the Board of Directors of Stone Advisory Holdings, LLC and NFC Global, LLC, a privately owned provider of due diligence, risk consulting and compliance services, and as a director of each of GearingStone, LLC, a special servicing company for distressed bank assets, and Neways Inc., a privately owned dietary supplement and personal care products company. Mr. Oates has been involved in the financial services industry for approximately 30 years, principally as a senior executive officer and director, with a particular expertise in bank risk management.

Qualifications: Mr. Oates provides the Board with in-depth experience in successfully managing the turnaround of troubled financial institutions and a strong background in operating regulated commercial banks and strategic planning. His extensive experience in interacting with the FDIC and other bank regulators during his career provides the Board with insight into bank regulatory matters and supervisory expectations and communications. He also has experience in information technology and risk management.

Other Public Directorships:

Marianne Miller Parrs

Age: 72

• Stanley Black & Decker, Inc.

• Signet Jewelers Limited

Senior Leadership Positions:

Board Committees: • Board Member, United Way of the Mid-South

• Audit (Chair) • Board Member, Rise Foundation

• Regulatory Compliance • Board Member, New Memphis Institute

• Director of CIT Bank, N.A.

Director Since:

Prior Senior Leadership Positions:

January 2003

• Executive Vice President and Chief Financial Officer of International Paper Company

Ms. Parrs has served as a director of CIT since January 2003. Ms. Parrs retired at the end of 2007 from International Paper Company where she had served as Executive Vice President and Chief Financial Officer since November 2005 and as interim Chief Financial Officer from May 2005 to November 2005. Ms. Parrs also has served as Executive Vice President with responsibility for Information Technology, Global Sourcing, Global Supply Chain Delivery, a major supply chain project, and Investor Relations since 1999. From 1995 to 1999, Ms. Parrs served as Senior Vice President and Chief Financial Officer of International Paper Company. Previously, she served in a number of other executive and management positions at International Paper Company since 1974, and was a security analyst at a number of firms prior to joining International Paper Company. Ms. Parrs currently serves, or during the preceding five years served, on the board of United Way of the Mid-South, on the Board of Rise Foundation in Memphis, Tennessee, on the board of the New Memphis Institute, Memphis, on the Board of Directors and the Audit and Compensation Committee of Stanley Black & Decker, Inc., and on the Board of Directors, the Audit Committee and the Social Responsibility Committee of Signet Jewelers Limited.

Qualifications: Ms. Parrs provides the Board with financial and operational expertise as a result of her significant experience in those roles in industry, particularly in her roles as Chief Financial Officer and as the senior executive in charge of information technology and global supply chain management at a major industrial company, which provide a valuable perspective on financial and accounting issues and on processes and technology. She also has extensive audit committee experience and is an Audit Committee Financial Expert, as defined by the SEC.

Gerald Rosenfeld

Age: 70

Board Committees:

• Risk Management
(Chair)

Director Since:

January 2010

Other Public Directorships:

• None

Senior Leadership Positions:

• Strategic Advisor and Vice Chairman of U.S. Investment Banking of Lazard Ltd.

• Director of Continental Grain Company

• Board of Trustees, City College of New York Foundation

• Trustee, New York University School of Law

• Director of CIT Bank, N.A.

Prior Senior Leadership Positions:

• Deputy Chairman of Rothschild North America

• President of G Rosenfeld & Co LLC

• Head of Investment Banking and a member of the Management Committee of Lazard Freres

Mr. Rosenfeld has served as a director of CIT since January 2010. Mr. Rosenfeld re-joined Lazard Ltd. as Vice Chairman of United States investment banking effective March 1, 2011. He was Deputy Chairman of Rothschild North America from 2007 to 2011 and served as its Chief Executive Officer from 1999 to 2007. Prior to joining Rothschild, he was President of G Rosenfeld & Co LLC, an investment banking firm. Prior to founding G Rosenfeld & Co LLC in 1998, he was Head of Investment Banking and a member of the Management Committee of Lazard Freres & Co. LLC. Mr. Rosenfeld joined Lazard in 1992 after holding significant management positions at Bankers Trust Company, Salomon Inc. and its Salomon Brothers subsidiary and McKinsey & Company. Prior to joining McKinsey, Mr. Rosenfeld was a member of the faculty of the City College of New York, New York University and the University of Maryland. Mr. Rosenfeld currently serves, or during the preceding five years served, as a member of the Board of Directors of Continental Grain Company, on the Board of Overseers of New York University's Stern School of Business, where he also serves as an Adjunct Professor of Finance, as a Board member of the American Academy of Arts and Sciences, as a Board member of Catalist LLC, on the Board of Trustees of City College of New York Foundation, as a Trustee of the New York University School of Law, where he is also a Professor of Practice, and as a Director of the Charles H. Revson Foundation.

Qualifications: Mr. Rosenfeld provides the Board with extensive experience and expertise in risk management and sophisticated financial matters gained by both practical experience in a regulated environment and through research and teaching finance-related courses at several prominent universities. He also has management experience as a senior executive in commercial banking, investment banking and capital markets.

Vice Admiral John R. Ryan, USN (Ret.)

Age: 71

Board Committees:

- Nominating & Governance
- Regulatory Compliance

Director Since:

July 2003

Lead Director Since:

May 2008

Other Public Directorships:

- Barnes & Noble Education, Inc.

Senior Leadership Positions:

- President and Chief Executive Officer of the Center for Creative Leadership

Prior Senior Leadership Positions:

- Director of Cablevision Systems Corporation
- Chancellor of the State University of New York
- President of the State University of New York Maritime College
- Superintendent of the U.S. Naval Academy
- Commander of the Fleet Air Mediterranean, U.S. Navy
- Commander of the Patrol Wings for the U.S. Pacific Fleet, U.S. Navy
- Director of Logistics for the U.S. Pacific Command, U.S. Navy

Vice Admiral Ryan has served as a director of CIT since July 2003 and was appointed lead director (**Lead Director**) by the Board in May 2008. Mr. Ryan has been President and Chief Executive Officer of the Center for Creative Leadership in Greensboro, North Carolina since May 2007. Previously, Mr. Ryan served as Chancellor of the State University of New York from June 2005 to June 2007. Mr. Ryan also served as President of the State University of New York Maritime College from June 2002 until June 2005 while also serving as the Interim President of the State University of New York at Albany from February 2004 until February 2005. From 1998 to 2002, Mr. Ryan was Superintendent of the U.S. Naval Academy, Annapolis, Maryland. Mr. Ryan served in the U.S. Navy from 1967 to July 2002, including as Commander of the Fleet Air Mediterranean in Naples, Italy from 1995 to 1998, Commander of the Patrol Wings for the U.S. Pacific Fleet in Pearl Harbor from 1993 to 1995, and Director of Logistics for the U.S. Pacific Command in Aiea, Hawaii from 1991 to 1993. Mr. Ryan currently serves as Lead Director and member of the Compensation Committee and Chair of the Corporate Governance & Nominating Committee of Barnes & Noble Education, Inc., and has previously served as a Director and member of the Audit Committee of Cablevision Systems Corporation.

Qualifications: Vice Admiral Ryan provides the Board with experienced leadership and an expertise in managing large complex organizations, primarily in academia and the military. In addition, Mr. Ryan provides the Board with extensive experience in strategic planning, logistics, talent development and succession planning. His tenure as a director, and as Lead Director, of CIT enables him to provide the Board with valuable experience in overseeing CIT's business and providing leadership to the Board.

Sheila A. Stamps

Age: 59

Board Committees:

- Regulatory Compliance (Chair)
- Risk Management

Director Since:

February 2014

Other Public Directorships:

- None

Senior Leadership Positions:

- Director of CIT Bank, N.A.
- Board of Directors, IES Abroad
- Commissioner, New York State Insurance Fund
- Faculty Member, National Association of Corporate Directors Board Advisory Services

Prior Senior Leadership Positions:

- Executive Vice President, Dreambuilder Investments, LLC
- Director of Pension Investments and Cash Management at the New York State Common Retirement Fund
- Managing Director, Bank of America Corporation (formerly FleetBoston Financial Corporation)
- Managing Director & Head of European Asset-Backed Securitization, Bank One Corporation (now, JPMorgan Chase & Co.)

Ms. Stamps currently serves as a Commissioner and Audit Committee Chair on the board of the New York State Insurance Fund, the largest worker's compensation insurance provider in the State of New York, and on the Board of Directors of IES Abroad. She previously served as Executive Vice President at Dreambuilder Investments, LLC, a private mortgage investment company, from 2011 to 2012. She served from 2008 to 2011 as Director of Pension Investments and Cash Management at the New York State Common Retirement Fund, and from 2004 to 2005 as a Fellow at the Weatherhead Center for International Affairs at Harvard University. Prior to this, Ms. Stamps served as a Managing Director and Head of Relationship Management, Financial Institutions at Bank of America (formerly FleetBoston Financial Corporation). From 1982 to 2003, she held a number of executive positions with Bank One Corporation (now, JPMorgan Chase & Co.), including Managing Director and Head of European Asset-Backed Securitization and Managing Director and Senior Originator of Asset-Backed Securitization. She holds an MBA from the University of Chicago.

Qualifications: Ms. Stamps provides the Board with in-depth knowledge of middle market commercial banking and capital markets in both the US and European markets. She is a senior financial executive with strategy, risk and business development expertise, and also is an experienced banker to the financial services industry. Her experience as a Director at the New York State Common Retirement Fund also enables her to provide the Board with an investor relations perspective and experience serving as a fiduciary in a complex financial environment.

Laura S. Unger

Age: 56

Board Committees:

- Audit
- Nominating & Governance

Director Since:

January 2010

Other Public Directorships:

- CA, Inc.
- Navient Corporation

Senior Leadership Positions:

- Director of CIT Bank, N.A.

Prior Senior Leadership Positions:

- Director of Ambac Financial Group Inc.
- Acting Chairperson, Securities and Exchange Commission
- Commissioner, Securities and Exchange Commission
- Counsel to the United States Senate Committee on Banking, Housing and Urban Affairs
- Director of MBNA Corporation
- Board Member, Children's National Medical Center Foundation

Ms. Unger has served as a director of CIT since January 2010. She served as Commissioner of the SEC from November 1997 to February 2002, including Acting Chairperson of the SEC from February to August 2001. Subsequently, she served as a Regulatory Expert for CNBC. Before being appointed to the SEC, Ms. Unger served as Counsel to the United States Senate Committee on Banking, Housing and Urban Affairs. Prior to working on Capitol Hill, she was an attorney with the Enforcement Division of the SEC. Ms. Unger currently serves, or during the preceding five years served, as a director of CA, Inc., Navient Corporation, certain privately held affiliates of Nomura Holding America Inc., Ambac Financial Group, Inc., the IQ Funds Complex, MBNA Corp. and Children's National Medical Center. She also has acted as Special Adviser to Promontory Financial Group and as an Independent Consultant to JP Morgan Chase for the Global Analyst Conflict Settlement. Ms. Unger is also a director of CIT Bank, N.A.

Qualifications: Ms. Unger provides the Board with insight about regulatory policy as well as operating in a regulatory environment, based on her experience as both a former Commissioner and a former enforcement attorney with the SEC. In addition, Ms. Unger provides the Board with insight into the political and legislative process, based on her experience as a staff counsel in the U.S. Senate. She also has significant corporate governance expertise.

Retiring CIT Directors

At the time of our Annual Meeting, Peter J. Tobin, age 72, who has served as a director since July 2002, and as CIT's Interim Chief Executive Officer from January 19, 2010 through February 7, 2010, is retiring from the Board and will not stand for re-election. We thank Mr. Tobin for his dedicated leadership and service to CIT.

Director Qualifications and Experience

The table below includes the qualifications and experience of each director that assisted the Board in determining the directors are qualified to serve on the Board and that the Board is composed of directors with diverse backgrounds and experiences.

Summary of Director Qualifications and Experience	<i>Ellen Alemany</i>	<i>Michael Brosnan</i>	<i>Michael Carpenter</i>	<i>Dorene Dominguez</i>	<i>Alan Frank</i>	<i>William Freeman</i>	<i>R. Brad Oates</i>	<i>Marianne Parrs</i>	<i>Gerald Rosenfeld</i>	<i>John Ryan</i>	<i>Sheila Stamps</i>	<i>Laura Unger</i>
Leadership / Business Management	√	√	√	√	√	√	√	√	√	√	√	√
Accounting / Finance & Capital Allocation	√	√	√	√	√		√	√	√		√	
Banking Expertise	√	√	√		√		√				√	
Corporate Governance	√		√	√	√	√	√	√	√	√	√	√
Government / Regulatory	√	√	√							√	√	√
Investor / Shareholder Perspective			√				√		√		√	
Marketing			√			√					√	
Regional Expertise in Relevant Geographic Markets		√	√	√	√				√			
Risk Management	√	√	√	√	√		√	√	√		√	
Technology Services						√	√	√				

CORPORATE GOVERNANCE

CIT is committed to the values of effective corporate governance and high ethical standards. Our Board believes that these values promote long-term performance and reevaluates our governance policies on an ongoing basis to ensure they sufficiently meet CIT's needs and our stockholders' interests. Listed below are some of the significant corporate governance practices and policies we have adopted.

Ö **Majority Voting in Director Elections.** If an election is uncontested, each of our director nominees has agreed to tender his or her irrevocable contingent resignation if he or she is not elected by a majority of the votes cast by stockholders. Our Governance Committee will promptly consider the director's resignation and recommend to our Board whether to accept or reject the resignation. Our Board will act on the Governance Committee's recommendation within 90 days of the applicable stockholder meeting and will then publicly disclose its decision.

Ö **Lead Director.** Our Corporate Governance Guidelines establish the role of an independent lead director who is elected annually by a majority vote of the independent directors. More information about the role of the lead director and our Board structure may be found in this Proxy Statement under the heading **Board Leadership Structure**.

Ö **Absence of a Stockholder Rights Plan.** We do not have a stockholder rights plan and are not currently considering adopting one.

Ö **Stock Ownership Requirements.** Both our directors and senior executive officers are required, within a specified period of time of becoming a director or senior executive officer to own a minimum amount of CIT's common stock and to retain such ownership at all times thereafter while they remain with CIT.

Ö **Political Contributions.** CIT believes that an important part of responsible corporate citizenship is participation in the political and public policy process. However, even where legally permitted, CIT's policy is not to use any company funds or property for any candidate campaign funds including candidate campaign committees, political parties, caucuses, or independent expenditure committees (superPACs). CIT also maintains a non-partisan political action committee for our employees to participate in the political process, which is funded entirely through voluntary contributions from eligible CIT employees, and uses those funds to support candidates, political parties, and other political action committees that are supportive of CIT's public policy goals.

Ö **Related Person Transactions Policy.** Our Governance Committee is responsible for approving or ratifying transactions involving CIT and related persons and determining if the transaction is in, or not inconsistent with, the best interests of CIT and our stockholders. More information about our Related Person Transactions Policy may be found below under the heading

Related Person Transactions Policy.

Ö **Executive Sessions.** Our Board meets regularly in executive sessions without the presence of management, including our Chairwoman. These sessions are led by our Lead Director.

Ö **Limitations on Participation on Other Boards.** To ensure that our directors have sufficient time to devote proper attention to their responsibilities as directors of CIT, unless otherwise approved by the Governance Committee, employed directors are limited to service on one board of another publicly traded company, while other directors may not serve on the boards of more than four other public companies.

Ö **Hedging, Margin Accounts and Pledged Securities.** CIT's directors and employees are prohibited from entering into financial transactions to hedge their ownership interest in CIT's securities, holding CIT's securities in a margin account, or otherwise pledging CIT's securities as collateral for a loan.

Ö **Board and Board Committee Evaluations.** Each year, each director completes a questionnaire reflecting his or her assessment of the effectiveness of the Board and the committees on which he or she serves. The General Counsel confidentially summarizes the directors' responses for review by the Governance Committee, the Board and Committees. The Board and Committees review the summary in executive session and considers what

actions, if any, to take as a result.
Ö **Proxy Access.** CIT believes that it is appropriate for certain stockholders to be able to use our proxy statement and proxy card to nominate one or more director candidates. In 2016, we amended our By-Laws to generally allow stockholders owning 3% or more of the Company's total voting stock for three years to use the Company's proxy statement to nominate the greater of two or 20% of the director positions subject to vote at an annual meeting.

Additional information is provided below regarding these and certain other key corporate governance policies which we believe enable us to manage our business in accordance with the highest standards of business practices and in the best interests of our stockholders. Investors can find a copy of CIT's Corporate Governance Guidelines and other governance policies on our website at https://www.cit.com/about_us/corporate_governance/. Information contained on the CIT website does not constitute part of this Proxy Statement.

Director Independence

Our Corporate Governance Guidelines require that a substantial majority of the Board be composed of directors who meet the independence criteria established by the NYSE. For a director to be considered independent, the Board must affirmatively determine that neither the director nor any of such director's immediate family has a material relationship with CIT (either directly, or as a partner, stockholder, or officer of an organization that has a relationship with CIT). In making its determination, the Board considers all relevant facts and circumstances, both with respect to the director and with respect to any persons or organizations with which the director has an affiliation, including immediate family members. The Board also considers the specific independence criteria for directors as defined by the NYSE.

In furtherance of our Board's commitment to maintain the independence of our independent directors, the Board implemented a charitable contributions policy. The policy requires that if any charitable contribution proposed to be made by CIT to an organization in which a director is affiliated exceeds the lesser of (i) \$25,000 or (ii) 2% of the charitable organization's most recently reported annual consolidated gross revenues, such contribution is subject to the approval of the Governance Committee. In determining whether to approve any such contribution, the Governance Committee considers whether the donation would impair the director's independence.

Based on the foregoing considerations, the Board has determined that, except for Ms. Alemany, our Chairwoman and CEO, all of CIT's directors are independent and each of the Board Committees are composed solely of independent directors. In making this determination, the Board considered the transactions described below under the heading "Related Person Transactions Policy".

Related Person Transactions Policy

The Board has adopted a "Related Person Transactions Policy" for the review and approval of "related person transactions," which is defined under such policy as any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which CIT was or is to be a participant, the amount involved exceeds or is expected to exceed \$120,000 in a single calendar year, and an executive officer, director, director nominee, or a 5% beneficial owner of any class of CIT's voting securities (or any of their respective immediate family members) had or will have a direct or indirect material interest, other than the following:

interests arising solely from the related person's position as a director or limited partner, or from the direct or indirect ownership by the related person, and all other related persons, in the aggregate of less than a 10% equity interest in another corporation or organization that is a participant in the transaction;

amounts due from related persons to CIT for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments, and for other indebtedness transactions in the ordinary course of business;

interests arising solely from the ownership of a class of CIT's equity securities, if all holders of that class of equity securities receive the same benefit on a *pro rata* basis;

transactions where price is determined by competitive bid, or where the service is rendered as a common carrier or public utility at rates fixed pursuant to law;

transactions that involve compensation to a director, or compensation to executive officers, approved by the Board;

interests arising solely from the related person's position as an executive officer or director of another entity that is a participant in the transaction, where (a) the related person and his or her immediate family members own in the aggregate less than a 5% equity interest in such entity, (b) the related person and his or her immediate family members are not involved in the negotiation of the terms of the transaction, and (c) the amount involved in the transaction equals less than 2% of the annual gross revenues of each of CIT and the other entity that is a participant in the transaction.

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Under this written policy, any proposed related person transaction will be considered at the next meeting of the Governance Committee, but if it is not desirable for CIT to wait until the next meeting, the transaction will be submitted to the Chairperson of the Governance Committee for approval, subject to reporting any such approval at the next Governance Committee meeting. In either case, the benefits to CIT, the availability of other sources of comparable products or services, the terms of the transaction, the terms available to unrelated third parties, and whether the transaction was undertaken in the ordinary course of business, will be considered. The Governance Committee will approve only those related person transactions that are in, or are not inconsistent with, the best interests of CIT and its stockholders, as the Governance Committee determines in good faith. In certain circumstances, if the Chief

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Executive Officer, Chief Financial Officer or General Counsel of CIT becomes aware of a related person transaction that has not been previously approved or ratified under the policy, the Governance Committee will determine if rescission of the transaction is appropriate, and will request that the Chief Financial Officer evaluate CIT's controls and procedures to ascertain the reason the transaction was not submitted to the Governance Committee or its Chairperson for prior approval.

We have in the past and may in the future enter into certain transactions with affiliates, other than directors and executive officers. Such transactions have been, and it is anticipated that such transactions will continue to be, entered into on an arm's length basis at a fair market value for the transaction.

There were no transactions reviewed by the Governance Committee in 2016 under the Related Person Transactions Policy.

Appointment of Directors

Ten of CIT's twelve nominees for director are standing for re-election. Mr. Brosnan was appointed as a director in November 2016 and Ms. Dominguez was appointed as a director in February 2017. Both Mr. Brosnan and Ms. Dominguez are standing for election as a director for the first time at the 2017 Annual Meeting. For more information, see [Directors](#) [Nominees](#) .

Diversity of Directors

Under our Corporate Governance Guidelines, the Board has adopted a diversity policy and seeks diversity in its members with respect to background, skills and expertise, industry knowledge, and experience. Our Corporate Governance Guidelines set forth general criteria for nomination and re-nomination to the Board, including:

judgment, integrity, commitment, and candor;

leadership and decision-making experience in complex organizations, including corporations, banking and financial institutions, and government, education, and military institutions;

expertise, knowledge, and skills useful for overseeing our business; and

diversity of background, perspectives, skills and experience.

When considering directors for re-nomination, the Governance Committee also considers attendance, preparedness, participation and candor.

The Governance Committee reviews with the Board the skills, characteristics and diversity of background appropriate for CIT's directors. When seeking to fill Board vacancies, the Governance Committee evaluates the skills and characteristics of the existing directors, including the diversity of background, perspectives, and experience of the directors, to identify any gaps that should be filled. The Governance Committee then utilizes that information to guide its search for new director nominees.

Majority Voting for Directors

Under our By-Laws and Corporate Governance Guidelines, if the nominees are all nominated by CIT, a nominee for director is elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election; however, directors are elected by a plurality of the votes cast at any meeting of stockholders for which (i) the Corporate Secretary of CIT receives a notice that a stockholder has nominated a person for election to the Board in compliance with the advance notice requirements for stockholder nominees set forth in our By-Laws, and (ii) such nomination has not been withdrawn by such stockholder on or before the tenth day before CIT first mails its notice of meeting for such meeting to the stockholders. If directors are to be elected by a plurality of the votes cast, as permitted under Delaware law and our By-Laws, stockholders shall not be permitted to vote against a nominee. Votes cast shall not include abstentions with respect to the election of directors. Under our Corporate Governance Guidelines, if a majority vote is required, any nominee who fails to receive the required vote for his or her election or re-election must promptly tender his or her resignation to the Chairwoman of the Board. If an incumbent director fails to receive the required vote for re-election, the Governance Committee will promptly consider the resignation submitted by such director and will recommend to the full Board whether to accept such resignation. The Governance Committee will consider all factors that it deems relevant in making its recommendation, including any stated reasons why stockholders voted against the director, the length of service and qualifications of the director, the director's contributions to CIT and CIT's Corporate Governance Guidelines.

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The Board will act on the recommendation of the Governance Committee no later than 90 days following the date of the meeting of stockholders at which the election occurred. The Board will review the factors considered by the Governance Committee and such other information and factors as the Board deems relevant. We will promptly disclose the Board's decision whether to accept the resignation as tendered, and provide a full explanation of the process by which the decision was reached and, if applicable, the reasons the Board rejected the tendered resignation, in a Current Report on Form 8-K filed with the SEC.

If one or more directors' resignations are accepted by the Board, the Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

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Board Leadership Structure

Until March 31, 2016, the positions of Chief Executive Officer and Chairman were held by one person, John A. Thain. Effective April 1, 2016, Ellen R. Alemany assumed the role of Chief Executive Officer and Mr. Thain continued to serve as Chairman until the conclusion of the 2016 annual meeting of stockholders held on May 10, 2016, at which time Ms. Alemany assumed the role of Chairwoman. Therefore, as of and since May 10, 2016, the positions of Chief Executive Officer and Chairwoman were held by one person, Ellen R. Alemany. In deciding to continue CIT's practice of combining the Chief Executive Officer and Chairwoman positions, the primary factors considered by the Board were the importance of a unified strategic and operating focus, the benefits of clarity in the management structure of the organization, and the need for consistent communications to stockholders, customers, regulators and other constituencies. This structure also best assures that Ms. Alemany will be able to use her in-depth knowledge and perspective gained from running CIT to effectively and efficiently guide our Board. By being closely connected with both CIT's senior level managers and the Board, Ms. Alemany is better able to appreciate and balance the perspectives of both groups.

To establish a liaison between the non-management directors and the Chairwoman and Chief Executive Officer and foster effective communication between them, the independent directors on CIT's Board also appoint a Lead Director who is independent of management. This position is currently held by Vice Admiral John R. Ryan, USN (Ret.). The Board has structured the role of our independent Lead Director to strike an appropriate balance with the combined Chairwoman and Chief Executive Officer role and to fulfill the important requirements of independent leadership on the Board. As Lead Director, Mr. Ryan:

presides over all meetings of the Board at which the Chairwoman is not present;

presides at executive sessions of the Board;

develops and approves meeting agendas for the Board to ensure that management is addressing all matters of concern or interest to the Board and that sufficient time for discussion is allocated for each matter; and

serves as a liaison between the Chairwoman and the independent directors.

The Board's Role in Risk Oversight

The Board believes that evaluating how CIT's executive team manages the various risks confronting CIT is one of the most important areas of its oversight responsibilities and that effectively balancing risk and return is critical to the long-term success of CIT. CIT has a comprehensive enterprise risk management program that governs the policies and procedures used by management to monitor, evaluate and manage the risks we assume in conducting our business activities. Our Board's oversight of this risk management process is conducted primarily by our Audit Committee and our Risk Management Committee; however, each of the other Board Committees also considers risk within its area of responsibility.

Audit Committee

The duties of the Audit Committee include reviewing and discussing with the appropriate members of management CIT's major financial risk exposures, including interest rate, liquidity, foreign currency exposure, cash investment, funding, swap-counterparty, and asset-liability management risks, as well as overseeing CIT's internal controls over financial reporting. In addition, the Audit Committee is responsible for the oversight of, and receives regular reports regarding, CIT's internal audit and compliance functions and risks related to litigation, compliance and legal matters as well as enterprise, operations and market risks. The Audit Committee and Risk Management Committee meet together quarterly in joint sessions to ensure appropriate communications regarding areas of overlap in overseeing risk.

Risk Management Committee

The duties of the Risk Management Committee include overseeing CIT's risk management functions and processes, including (a) reviewing and recommending to the Board an annual risk appetite statement, and reviewing management's risk appetite limits report to confirm that CIT is operating within its risk appetite statement, (b) ensuring that management has established processes and an enterprise risk management framework and governance structures designed to identify, bring to the Board's and/or the Risk Management Committee's attention, and appropriately manage, monitor, control and report exposures to the major risks affecting CIT, including risk management deficiencies and the timely implementation of corrective actions to address such deficiencies, (c) monitoring the performance, quality and trends associated with CIT's credit portfolio, (d) assessing, jointly with the Audit Committee, the adequacy of CIT's allowance for loan losses and management's methodology for determining such allowance, (e) receiving, jointly with the Compensation Committee, management's assessment of the

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effectiveness of the design and operation of CIT's incentive compensation programs, and (f) overseeing CIT's stress testing process. The Risk Management Committee also oversees CIT's loan review function, information security processes, business continuity planning, and the use of insurance to manage certain of CIT's risks.

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Compensation Committee

The duties of the Compensation Committee include regularly assessing risks related to our compensation programs, including our executive compensation practices. Management provides information on a regular basis to the Compensation Committee regarding compensation elements and features that could mitigate or encourage excessive risk-taking. In assessing compensation related risks, the Compensation Committee, together with the Risk Management Committee, considers the balance between annual and longer-term performance incentives, performance measures that motivate sustained performance while prudently managing risk, stock ownership guidelines that align executives' interests with those of our stockholders, and our clawback policy to recoup compensation.

Nominating & Governance Committee

The duties of the Governance Committee include reviewing and minimizing risks by ensuring appropriate policies and practices exist and are implemented to avoid or manage conflicts of interest by and among CIT, its executive officers, directors, director nominees and stockholders, overseeing an effective succession planning process, overseeing CIT's Political Contributions Policy and lobbying practices, and adopting prudent governance policies. For more information, see Corporate Governance above for a list of significant corporate governance practices and policies.

Regulatory Compliance Committee

The duties of the Regulatory Compliance Committee include overseeing CIT's relationships with its principal regulators and monitoring its compliance with and resolution of any significant issues or matters identified by any banking regulatory authority.

Succession Planning

The Board is actively engaged and involved in talent management. The Board reviews the Company's human resources strategy in support of its business strategy at least annually. This process includes a detailed discussion of the Company's leadership bench strength and succession plans with a focus on key positions at the senior officer level. In addition, the Board Committees regularly discuss the talent depth for specific critical roles. High potential leaders are given exposure and visibility to Board members through formal presentations and informal events. For more information on CIT's Board Committees, see Corporate Governance Board Committees below.

Director and Senior Executive Officer Stock Ownership Policy

CIT believes that significant stock ownership by its directors and senior executive officers further aligns their and CIT stockholders' interests. Accordingly, under our Corporate Governance Guidelines, within a specified period of time, directors are required to own shares of CIT's common stock at least equal in value to five times the amount of the directors' annual retainer fee. Value is generally calculated as the number of shares owned multiplied by the greater of (i) the current stock price or (ii) the 3-year average stock price of CIT's common stock. This minimum stock ownership must be maintained for as long as both (a) such director remains on the Board and (b) CIT's common stock is publicly traded on a national securities exchange. Senior executive officers of CIT are also required to own a minimum amount of CIT shares as further described in the Compensation Discussion and Analysis portion of this Proxy Statement.

Board Committees

During 2016, our Board maintained an Audit Committee, a Compensation Committee, a Governance Committee, a Risk Management Committee and a Regulatory Compliance Committee as standing committees. Each of the Audit Committee, the Compensation Committee and the Risk Management Committees are currently comprised of four directors. The Governance Committee is currently comprised of three directors and the Regulatory Compliance Committee is currently comprised of six directors. Each director serving on the Audit Committee, the Compensation Committee, the Governance Committee, the Risk Management Committee, and the Regulatory Compliance Committee is independent as defined by the NYSE and applicable law. Each Board Committee has a separate chair and operates under a written charter. The current version of the written charter of each standing Board Committee is available on our website at http://cit.com/about_us/corporate_governance/board_of_directors/.

Board Committee Assignments

Director	Audit Committee	Compensation Committee	Nominating & Governance Committee	Risk Management Committee	Regulatory Compliance Committee
Ellen R. Alemany	n/a	n/a	n/a	n/a	n/a
Michael L. Brosnan (1)	√				√
Michael A. Carpenter		√		√	
Dorene C. Dominguez (2)					√
Alan Frank	√				
William M. Freeman		√	CHAIR		
R. Brad Oates		CHAIR		√	
Marianne M. Parrs	CHAIR				√
Gerald Rosenfeld				CHAIR	
Vice Admiral John R. Ryan, USN (Ret.)			√		√
Sheila A. Stamps				√	CHAIR
Peter J. Tobin (3)		√			√
Laura S. Unger	√		√		
2016 Meetings	10	11	7	10	8

(1) Became a director in November 2016.

(2) Became a director in February 2017.

(3) Until May 9, 2017.

*Board Committee Duties, Generally***Each Board Committee:**

conducts its duties consistent with its written charter, which it reviews and updates (if appropriate) at least annually;

conducts a self-evaluation annually;

cooperates and coordinates with the other Board Committees on areas where the substance of their activities overlap; and

regularly reports to the Board.

*Audit Committee***The Audit Committee's duties include:**

monitoring the quality and integrity of our financial reporting process, financial statements and systems of internal controls regarding finance and accounting;

monitoring compliance with our Code of Business Conduct, other compliance policies, and legal and regulatory requirements;

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reviewing the budget, plan and activities of the Internal Audit Department and the appointment, performance and replacement of the Chief Auditor;

reviewing the budget, plan and activities of the Compliance Department and the appointment, performance, and replacement of the Chief Compliance Officer;

retaining, determining the compensation of, and monitoring the qualifications, independence and performance of the independent auditors, including approving in advance all audit and non-audit engagements;

overseeing the management of our financial, litigation and compliance risks; and

approving the Audit Committee Report for inclusion in our annual proxy statement.

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The Board has determined that Ms. Parrs meets the standard of Audit Committee Financial Expert, as defined by the rules of the SEC, and that each member of the Audit Committee is independent from management and financially literate, as defined by the NYSE listing standards.

Compensation Committee

The Compensation Committee evaluates, oversees and approves the compensation and benefits for our executive officers and other employees, and is responsible for the following:

overseeing, reviewing and approving the overall goals and purposes of CIT's incentive compensation programs for all employees, to ensure that such programs appropriately balance risk and financial results and do not encourage excessive risk taking;

reviewing and recommending to the Board for approval the corporate goals and objectives relevant to CEO compensation;

recommending to the Board the compensation and benefits for the CEO considering CIT's and our CEO's performance relative to financial, strategic and other goals and objectives approved by the Board and the value of compensation granted to the CEO at comparable or peer companies;

approving the compensation for our executive officers and reviewing the compensation for all employees (other than our executive officers) whose annual compensation exceeds \$1 million;

meeting at least annually to discuss and evaluate employee compensation plans with CIT's Chief Risk Officer in light of an assessment of any risk posed to CIT, to ensure that such plans do not encourage employees to take unnecessary and excessive risks and to ensure that such plans do not encourage the manipulation of CIT's reported earnings to enhance the compensation of any of CIT's employees;

receiving and reviewing, jointly with the Risk Management Committee, management's assessment of the effectiveness of the design and operation of CIT's incentive compensation programs in providing risk-taking incentives that are consistent with the safety and soundness of CIT;

maintaining compensation practices that are consistent with applicable market standards and compliant with applicable regulatory requirements;

approving significant amendments to the retirement, severance and other compensation and benefit plans in which our executive officers participate;

discussing, reviewing with management and approving the disclosure regarding compensation and benefit matters and the Compensation Discussion and Analysis in CIT's annual proxy statement; and

approving the Compensation Committee Report for inclusion in our annual proxy statement.

The Compensation Committee may form and delegate authority to subcommittees comprised of one or more members of the Compensation Committee. It may also delegate to CIT's employee benefits committee the responsibility to review and recommend material revisions to retirement plans, severance plans, plans permitting deferral of compensation, or any other benefit plan in which the executive officers are participants. The Compensation Committee also has the authority to engage such consultants and independent counsel as it determines is appropriate to assist it in the performance of its responsibilities.

In 2016, the Compensation Committee engaged the independent, external consulting firm Pay Governance LLC (**Pay Governance**) to advise the Compensation Committee on all matters relating to the compensation of our executive officers. The Compensation Committee directly retained Pay Governance independently from CIT management, and CIT does not utilize Pay Governance for any other purpose. The Compensation Committee has assessed the independence of Pay Governance pursuant to SEC rules and concluded that Pay Governance's work for the Compensation Committee does not raise a conflict of interest.

Nominating & Governance Committee

The Governance Committee oversees CIT's governance policies and processes for nominating directors, which duties include:

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identifying and recommending qualified candidates to fill positions on the Board and its Board Committees;

reviewing and recommending to the Board the compensation and benefits for directors (other than directors who are also employees of CIT);

overseeing the evaluation of the structure, duties, size, membership and functions of the Board and its Board Committees;

overseeing the self-evaluation of the Board and its Board Committees;

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overseeing CIT's Corporate Governance Guidelines and related policies;

overseeing the succession planning process for CIT's Chief Executive Officer, executive officers and senior managers; and

reviewing disclosures in CIT's annual proxy statement regarding the Governance Committee and the director nominating process, as well as any stockholder proposals and statements in opposition.

The Governance Committee considers and evaluates all director candidates recommended by our stockholders in accordance with the procedures set forth in our Corporate Governance Guidelines. Stockholders may propose qualified nominees for consideration by the Governance Committee by submitting the names and supporting information in writing to: Office of the General Counsel, CIT Group Inc., One CIT Drive, Livingston, New Jersey 07039. Such supporting information shall include (1) a statement containing the notarized signature of the nominee whereby such nominee consents to being nominated to serve as a director of CIT and to serving as a director if elected by the stockholders; (2) information in support of the nominee's qualifications to serve on the Board and the nominee's independence from management; (3) the name or names of the stockholders who are submitting such proposal, the number of shares of CIT common stock held by each such stockholder, and the length of time such shares have been beneficially owned by such stockholders; and (4) any other information that the stockholder believes to be pertinent. To be considered for nomination, any such nominees shall be proposed as described above no later than December 15th of the calendar year immediately preceding the applicable annual meeting of stockholders. Our Corporate Governance Guidelines provide that no person shall qualify for service as a director if he or she is a party to any compensatory, payment or other financial agreement, arrangement or understanding with any person or entity other than CIT, or has received any such compensation or other payment from any person or entity other than CIT, in each case in connection with candidacy or service as a director of CIT.

Regulatory Compliance Committee

The Regulatory Compliance Committee oversees CIT's compliance with all significant bank regulatory matters, including:

overseeing and monitoring CIT's significant bank regulatory matters, including CIT's progress in addressing the action items noted by banking regulators in examination and similar reports, and in annual and periodic assessment reports; and

overseeing and monitoring other regulatory oversight matters not specifically handled by other Board committees or the Board itself.

Risk Management Committee

The Risk Management Committee oversees CIT's risk management functions and processes, which address many of the major risks inherent to CIT's business, including credit risk, market risk, reputation risk, business continuity and operational risk, and is responsible for the following:

overseeing our enterprise risk management functions and processes, including reviewing and recommending to the Board an annual risk appetite statement and reviewing management's risk appetite limits report to confirm that CIT is operating within its risk appetite statement, overseeing CIT's risk monitoring programs and processes, monitoring the performance and quality of CIT's credit portfolio, reviewing and assessing CIT's risk grading methodology, confirming that sufficient and appropriate resources are dedicated to risk management, overseeing CIT's stress testing process, and managing, monitoring, controlling and reporting exposures to the major risks affecting CIT, including risk management deficiencies and the timely implementation of corrective actions to address such deficiencies;

reviewing the plan, budget, activities, organizational structure, staffing, scope of authority and qualifications of the loan review organization responsible for auditing compliance with CIT's credit policies and practices;

reviewing and ensuring the adequacy of CIT's business continuity and disaster recovery plans, training programs, and threat analysis;

reviewing and ensuring the adequacy of CIT's information security policies and technology risk management program; and

reviewing CIT's corporate insurance program at least annually.

Stockholder Communications with the Board

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Any person who has a concern about CIT's governance, corporate conduct, business ethics or financial practices may communicate that concern to the non-management directors. In addition, CIT's stockholders may communicate with the Board regarding any topic of current relevance to CIT's business. Any of the foregoing communications should be submitted in writing to the Lead Director, the Audit Committee, or the non-management directors as a group by writing to them, c/o CIT's General Counsel and Secretary, One CIT Drive, Livingston, New Jersey 07039, or by email to directors@cit.com. Concerns and stockholder communications may also be directed to the Board by calling the CIT Hotline in the U.S. or Canada at 1-877-530-5287. To place calls from other countries in

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which CIT has operations, individuals may call the toll free numbers listed in our Code of Business Conduct, which is available on our website at <https://www.cit.com/about-us/corporate-governance/>. These concerns can be reported confidentially or anonymously. Concerns and issues communicated to the Board will be addressed through CIT's regular procedures:

depending on the nature of the concern or issue, your communication may be referred to CIT's Chief Auditor, General Counsel, Chief Human Resources Officer or other appropriate executive for processing, investigation, and follow-up action;

concerns relating to CIT's accounting, internal accounting controls or auditing matters will be referred to the Audit Committee; and

other concerns may be referred to either CIT's Lead Director or to one or more non-management members or Board Committee.

CIT's General Counsel reserves the right not to forward to Board members any abusive, threatening or otherwise inappropriate materials or any other communications intended solely to market services or products to directors or CIT.

Compensation Committee Interlocks, Insider Participation and Banking Interlocks

There are no interlocking relationships between any member of our Compensation Committee and any of our executive officers that would require disclosure under SEC rules. No member of our Compensation Committee is a current or former officer or employee of CIT. No member of our Board and none of our senior executive officers (as defined in 12 C.F.R. §303.101) is a management official of an unaffiliated depository organization.

Legal Proceedings

There are no known legal proceedings or events in the past ten years that are material to an evaluation of any director, executive officer, or person nominated to become a director or executive officer of CIT, other than CIT's bankruptcy in 2009.

CIT Political Contributions Policy

CIT believes that an important part of responsible corporate citizenship is participation in the political and public policy process. The focus of these efforts is on issues that affect the company, our operations, employees, customers, shareholders and local communities. Our business is subject to extensive laws and regulations at the federal, state and local levels, and changes to these laws can significantly affect how we serve our customers and the costs we incur. It is important for CIT to engage in the political dialogue to advance the interests of our company.

Even where legally permitted, CIT's policy is to not use any company funds or property for any candidate campaign funds, including candidate campaign committees, political parties, caucuses, or independent expenditure committees (superPACs).

CIT may use contract lobbyists and trade associations to monitor and provide comments on proposed legislation and regulations that may affect how our customers can be served. The General Counsel must approve any lobbying activities by employees or the use of company funds for lobbying.

CIT's Political Action Committee (**PAC**) is a non-partisan committee that provides an opportunity for company employees to participate in the political process. The PAC is funded entirely through voluntary contributions from eligible CIT employees, and uses those funds to support candidates running for elective office, political parties, and other political action committees that are supportive of CIT's public policy goals.

CIT's Code of Business Conduct encourages employees to participate in civic and political activities on their own time based on their individual desires and political preferences, including making personal contributions to political candidates or activities, as long as they do not express or imply that they are acting on behalf of CIT.

Hedging, Margin Accounts and Pledged Securities

CIT's directors and employees are prohibited from entering into financial transactions to hedge their ownership interest in CIT's securities, including trading in publicly traded options, puts, calls, collars or other derivative instruments related to CIT's stock or debt. CIT's directors and

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employees are also prohibited from holding CIT's securities in a margin account or otherwise pledging CIT securities as collateral for a loan.

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DIRECTOR COMPENSATION

The Governance Committee recommends to the Board the compensation and benefits for CIT's non-employee directors. The objectives of the director compensation program are to attract highly qualified individuals to serve on the Board and to align their interests with our stockholders. Employee directors do not receive compensation for their services as a director.

CIT's director compensation plan (the **Director Compensation Plan**) is described below. Directors' compensation is earned for each twelve-month period beginning in May and ending in April, but is disclosed in the annual proxy statement on a fiscal year basis. During 2016, CIT amended its Director Compensation Plan to increase the annual retainer payable to independent directors from \$60,000 to \$85,000, as described below under the heading "Annual Cash Retainer".

Initial Equity Awards

A one-time grant of restricted stock units (RSUs) valued at \$100,000 at the time of grant is awarded to directors in connection with their appointment to the Board, subject to applicable black-out periods and applicable vesting terms.

Annual Compensation

The following table outlines the elements of compensation paid annually to directors for each twelve-month period beginning in May and ending in April of the following calendar year, and determined by each director's role on the Board, pursuant to the Director Compensation Plan.

	Lead Director, Board Committee Chairs and Directors Serving on more than one Board Committee	All Other Directors
Cash Retainer	\$85,000	\$85,000
Equity-Based Award (1)	\$105,000 to \$155,000	\$95,000
Total	\$190,000 to \$240,000	\$180,000

- (1) CIT's Director Compensation Plan provides for supplemental director equity-based awards in the form of RSUs as follows: \$25,000 for serving as Audit Committee Chair, \$15,000 for serving as Risk Management, Compensation, Special Compliance, or Governance Committee Chair, \$25,000 for serving as Lead Director and \$10,000 for serving on more than one Board Committee. The range of compensation listed in the Equity-Based Award and Total rows of the table represent the foregoing amounts. The maximum amounts in such ranges presume that a director serves as Audit Committee Chair and Lead Director and serves on more than one Board Committee.

Annual Cash Retainer

An annual cash retainer of \$85,000 (increased from \$60,000 during 2016), is payable semi-annually in May and October of each year. Alternatively, directors may elect to receive their cash retainer in any combination of cash and RSUs that settle 100% in shares of CIT stock. RSUs granted in lieu of cash as part of the annual retainer vest in full on the first anniversary of the grant date.

Annual Equity Awards

Directors' equity-based awards are granted in May of each year in the form of RSUs that settle 50% in cash and 50% in shares and vest in three equal installments beginning on the first anniversary of the date of the grant. Directors may elect to receive 100% of vested RSUs in shares of CIT stock.

Pro-Ration Upon Joining the Board

Annual cash retainers and the value of annual equity-based awards payable to directors with respect to the compensation year during which they are named to the Board are prorated, based on the number of months remaining in the compensation year at the time they are appointed to the

Board divided by twelve.

Meeting Fees

CIT Group directors who also serve on the Board of Directors of CIT Bank (the CIT Bank Board) receive \$1,000 for each meeting of the CIT Bank Board in which they participate in person, and \$500 for each meeting of the CIT Bank Board in which they participate by telephone. Such fees are payable quarterly in arrears, in cash. No additional fees are paid for attendance at Board or Board Committee meetings.

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Out-of-Pocket Expenses

Directors are reimbursed for reasonable out-of-pocket expenses incurred in attending Board or Board Committee meetings and functions and for continuing education related to serving as a director of CIT.

2016 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (6) (\$)	Stock Awards (7)(8) (\$)	All Other Compensation (9) (\$)	Total (\$)
(a)	(b)	(c)	(g)	(h)
Ellen R. Alemany (1)	\$	\$	\$	\$
Michael L. Brosnan	\$ 42,500	\$	\$	\$ 42,500
Michael A. Carpenter	\$ 88,000	\$ 205,000	\$	\$ 293,000
Dorene C. Dominguez	\$ n/a	\$ n/a	\$ n/a	\$ n/a
Michael J. Embler (2)	\$ 4,500	\$	\$	\$ 4,500
Alan L. Frank	\$ 95,500	\$ 95,000	\$	\$ 190,500
William M. Freeman	\$ 85,000	\$ 120,000	\$	\$ 205,000
David M. Moffett (2)	\$ 4,000	\$	\$	\$ 4,000
Marianne Miller Parrs	\$ 94,500	\$ 130,000	\$	\$ 224,500
Steven T. Mnuchin (3)	\$	\$	\$ 11,235,080	\$ 11,235,080
R. Brad Oates	\$ 95,500	\$ 120,000	\$	\$ 215,500
John J. Oros (4)	\$ 88,000	\$ 205,000	\$	\$ 293,000
Gerald Rosenfeld	\$ 95,000	\$ 110,000	\$	\$ 205,000
Vice Admiral John R. Ryan	\$ 85,000	\$ 130,000	\$	\$ 215,000
Sheila A. Stamps	\$ 95,500	\$ 135,000	\$	\$ 230,500
Seymour Sternberg (2)	\$	\$	\$	\$
John A. Thain (5)	\$	\$	\$	\$
Peter J. Tobin	\$ 85,000	\$ 105,000	\$	\$ 190,000
Laura S. Unger	\$ 87,000	\$ 110,000	\$	\$ 197,000

- (1) Ms. Alemany's compensation for 2016 was based solely on her role as Vice Chairman of CIT and CEO and President of CIT Bank, and subsequently CEO of CIT, during 2016, as disclosed in the Summary Compensation Table and discussed in the Compensation Discussion and Analysis section in this Proxy Statement.
- (2) Messrs. Embler, Moffett and Sternberg received retainer payments during 2015 that covered their services through their retirement from the Board in May 2016.
- (3) Mr. Mnuchin's compensation during 2016 was based on his role as Vice Chairman of CIT and continued employment through March 31, 2016.
- (4) Mr. Oros resigned as a director, effective November 9, 2016, due to the demands and requirements of his position with J.C. Flowers & Co. The value of the RSU awards granted to Mr. Oros in May 2016 upon his joining the Board are reported in the Stock Awards column in accordance with SEC disclosure rules. These awards were cancelled without any value upon Mr. Oros' resignation from the Board.
- (5) Mr. Thain's compensation during 2016 was based solely on his role as CEO of CIT, as disclosed in the Summary Compensation Table and discussed in the Compensation Discussion and Analysis section of this Proxy Statement.
- (6) During 2016, non-employee directors received an annual retainer of \$85,000, which was payable in cash or converted to a number of RSUs at each director's election. Mr. Brosnan received a prorated retainer based on when he became a director during 2016. The grant date fair value of RSUs received at each director's election did not exceed the value of the foregone cash retainer, and no amount related to such

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awards is therefore included in the Stock Awards column. All of the non-employee directors, other than Mr. Rosenfeld who elected to receive 100% of his retainer as RSUs, received their retainers as cash. Mr. Rosenfeld's 2016 retainer was converted to a number of RSUs based on the closing price of CIT common stock on the respective grant dates, and are scheduled to vest 100% on the first anniversary of the date of each award, respectively. The number of RSUs granted and the grant date fair value of awards granted at Mr. Rosenfeld's election, are as follows: Mr. Rosenfeld, 900 RSUs granted on 5/10/16 (\$30,000) and 1,524 granted on 10/26/16 (\$55,000).

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The amounts shown for each non-employee director include meeting fees received during 2016, as set forth in the table below:

	Meeting Fees
Messrs. Frank and Oates and Ms. Stamps	\$ 10,500
Mr. Rosenfeld	\$ 10,000
Ms. Miller Parrs	\$ 9,500
Mr. Embler	\$ 4,500
Mr. Moffett	\$ 4,000
Messrs. Carpenter and Oros	\$ 3,000
Ms. Unger	\$ 2,000

- (7) Represents the aggregate grant date fair value of RSUs granted during 2016 for each non-employee director, other than for RSUs granted as part of the annual retainer and described in footnote 5 above. These amounts do not represent the actual value realized by each director. The grant date fair value is determined in accordance with FASB ASC 718 based on the closing price of CIT common stock on the date of grant. The number of RSUs granted during 2016 was determined based on the closing price of CIT common stock on each grant date and are scheduled to vest in equal installments on the first, second, and third anniversaries of the date of the award. The number of RSUs and grant date fair value of awards granted to each non-employee director are as follows:

	Grant Date	# RSUs	Grant Date Fair Value
Messrs. Carpenter and Oros	5/10/16	3,148	\$ 105,000
	5/10/16	2,999	\$ 100,000
Mr. Frank	5/10/16	2,849	\$ 95,000
Ms. Miller Parrs and Vice Admiral Ryan	5/10/16	3,898	\$ 130,000
Messrs. Freeman and Oates	5/10/16	3,598	\$ 120,000
Mr. Rosenfeld	5/10/16	3,298	\$ 110,000
Ms. Stamps	2/3/16	552	\$ 15,000
	5/10/16	3,598	\$ 120,000
Mr. Tobin	5/10/16	3,148	\$ 105,000
	5/10/16	3,148	\$ 105,000
Ms. Unger	5/24/16	150	\$ 5,000

The RSUs listed above are scheduled to either settle 50% in cash and 50% in shares, or 100% in shares based on director elections, other than the initial grants for Messrs. Carpenter and Oros which are scheduled to settle 100% in shares.

- (8) The following table sets forth the aggregate number of equity-based awards to each non-employee director outstanding at December 31, 2016:

	Stock Options	RSUs
Mr. Carpenter	6,147	
Mr. Embler		
Mr. Frank	5,274	
Mr. Freeman	8,598	
Ms. Miller Parrs	6,803	

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	<u>Stock Options</u>	<u>RSUs</u>
Mr. Moffett		
Mr. Oates		7,873
Mr. Oros		
Mr. Rosenfeld	1,757	18,834
Mr. Ryan		14,149
Ms. Stamps		7,377
Mr. Sternberg	310	
Mr. Tobin	4,902	17,469
Ms. Unger		14,339

The use of stock options was discontinued in April 2010, and RSUs were the only form of equity-based awards granted to directors during 2016. The number of RSUs that are vested as of December 31, 2016, but deferred at the election of the directors, included in the number of RSUs outstanding presented above, are as follows: Mr. Carpenter 3,148; Mr. Freeman 2,654; Mr. Oates 2,152; Mr. Rosenfeld 16,411; Mr. Ryan 8,375; Mr. Tobin 17,469; Ms. Unger 14,339; Mses. Stamps and Miller Parrs, and Messrs. Embler, Frank, Moffett and Sternberg 0 (none).

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- (9) Pursuant to the Agreement and Plan of Merger entered into on July 21, 2014, as amended, by and among CIT, IMB HoldCo LLC, Carbon Merger Sub LLC, a wholly owned subsidiary of CIT and JCF III HoldCo I L.P., in its capacity as the holders' representative, CIT entered into a retention letter agreement with Mr. Mnuchin, which provided for a total target annual compensation opportunity in the amount of \$4.5 million for each of 2015, 2016 and 2017 (including base salary at an annual rate of \$800,000, short-term incentive of \$1.4 million and long-term incentive of \$2.3 million). Pursuant to Mr. Mnuchin's employment agreement, in the event of the termination of his employment without cause or for good reason prior to the third anniversary of the closing of the acquisition, subject to the execution of a release of claims, Mr. Mnuchin would be entitled to a lump sum severance payment approximately equal to the remaining total target annual compensation opportunity, plus 102% of COBRA medical premiums, for the three-year period following the closing of the acquisition, or such greater amount as would be payable to senior executives under CIT's Employee Severance Plan. Mr. Mnuchin's employment was terminated effective March 31, 2016.

The amount shown in the All Other Compensation column above includes: (1) \$200,000 of base salary earned for service to CIT through March 31, 2016; (2) \$10,906,654, representing the severance payment described above; (3) \$107,692 of accumulated, unused vacation entitlement; (4) \$10,000 representing accumulated, unused personal time entitlement; and (5) \$10,600 and \$134 representing matching employer contributions under the CIT Group Inc., Savings Incentive Plan, and company-paid life insurance premiums, respectively, which are described more fully in footnote 7 of the Summary Compensation Table. Mr. Mnuchin did not receive any short-term or long-term incentive awards for the 2016 performance year.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Beneficial Owners

The following table shows the name and address of each person or company known to CIT that beneficially owns more than 5% of any class of voting stock. Information in this table is as of December 31, 2016, based upon reports on Schedule 13G filed with the SEC on or before February 14, 2017.

Title of Class of Stock	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Common Stock
Common Stock	The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	15,485,691 (1)	7.660%
Common Stock	Capital Research Global Investors 333 South Hope Street Los Angeles, CA 90071	15,243,600 (2)	7.500%
Common Stock	First Pacific Advisors, LLC On behalf of itself and FPA Funds Trust FPA Crescent Fund, J. Richard Atwood and Steven T. Romick 11601 Wilshire Blvd., Suite 1200 Los Angeles, CA 90025	13,642,498 (3)	6.800%
Common Stock	Franklin Mutual Advisers, LLC 101 John F. Kennedy Parkway Short Hills, NJ 07078-2789	13,516,439 (4)	6.700%
Common Stock	FMR LLC 245 Summer Street Boston, MA 02210	11,807,349 (5)	5.843%
Common Stock	BlackRock, Inc. 55 East 52nd Street New York, NY 10055	11,517,335 (6)	5.700%

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- (1) The Vanguard Group reports sole voting power over 171,253 shares, shared power to vote over 31,542 shares, sole dispositive power over 15,286,322 shares and shared dispositive power over 199,369 shares.
- (2) Capital Research Global Investors reports on behalf of itself sole voting power over 15,243,600 shares and sole dispositive power over 15,243,600 shares.

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- (3) First Pacific Advisors, LLC reports shared voting power over 2,417,058 shares and shared dispositive power over 13,642,498 shares (including, on behalf of FPA Funds Trust FPA Crescent Fund, sole voting power over 11,225,440 shares and shared dispositive power over 11,225,440 shares; on behalf of J. Richard Atwood, shared voting power over 2,417,058 shares and shared dispositive power over 13,642,498; and on behalf of Steven T. Romick, shared voting power over 2,417,058 shares and shared dispositive power over 13,642,498 shares).
- (4) Franklin Mutual Advisers, LLC reports sole power to vote or direct the vote over 13,516,439 shares and sole power to dispose or direct the disposition of 13,516,439 shares.
- (5) FMR LLC reports sole power to vote or direct the vote over 972,347 shares and sole power to dispose or direct the disposition of 11,807,349 shares.
- (6) BlackRock, Inc. reports sole voting power over 10,105,444 shares and sole dispositive power over 11,517,335 shares.

Security Ownership of Directors and Executive Officers

The table below shows, as of February 28, 2017, the number of shares of CIT common stock owned by each director, by the named executive officers, and by the directors and executive officers as a group.

Name of Individual	Amount and Nature of Beneficial Ownership (CIT Common Stock and Exchangeable Shares)	Percentage of Class
	(1)(2)(3)(4)(5)(6)	
John A. Thain (7)	541,503	*
Ellen R. Alemany (7)	38,259	*
Michael L. Brosnan	0	*
Michael A. Carpenter	0	*
Dorene C. Dominguez	100	*
Alan L. Frank (7)	14,608	*
William M. Freeman	6,929	*
R. Brad Oates	6,131	*
Marianne Miller Parrs	10,075	*
Gerald Rosenfeld	12,399	*
John R. Ryan	6,701	*
Sheila A. Stamps	3,960	*
Peter J. Tobin	4,539	*
Laura S. Unger	5,677	*
John Erickson	0	*
E. Carol Hayles	41,845	*
C. Jeffrey Knittel	116,673	*
Denise M. Menelly	0	*
All Directors and Executive Officers as a group (28 persons)	957,374	* %

* Represents less than 1% of our total outstanding Common Stock.

- (1) Includes RSUs awarded under our equity compensation plans which have voting rights due to the expiration of the holding period and their settlement in stock (less shares withheld to cover tax obligations), in the following amounts: Mr. Thain 259,162, Ms. Alemany 19,260, Ms. Dominguez 100, Mr. Frank 960, Mr. Freeman 4,617, Mr. Oates 1,243, Ms. Parrs 7,672, Mr. Rosenfeld 7,806, Mr. Ryan 4,711, Ms. Stamps 3,957, Mr. Tobin 1,360, Ms. Unger 2,698, Ms. Hayles 40,825, Mr. Knittel 98,659 and 137,715 to all other executive officers as a group.

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- (2) Includes Performance Share Units awarded under our equity compensation plans which have voting rights due to the certification of the performance measurements upon expiration of the holding period and their settlement in stock (less shares withheld to cover tax obligations), in the following amounts: Mr. Thain 65,206, Ms. Hayles 1,020, Mr. Knittel 18,013 and 7,693 to all other executive officers as a group.
- (3) Includes shares of CIT common stock issued pursuant to the exercise of vested stock options awarded under our equity compensation plan, net of shares withheld to cover the option cost in the following amounts: Mr. Freeman 792, Mr. Oates 2,387, Ms. Parrs 883, Mr. Ryan 789, Mr. Rosenfeld 537, Mr. Tobin 1,180, and Ms. Unger 1,040.
- (4) Includes shares of CIT common stock issuable pursuant to stock options awarded under our equity compensation plan that have vested or are scheduled to vest within 60 days after February 28, 2017, in the following amounts: Mr. Rosenfeld 824.
- (5) Excludes RSUs issued under our equity compensation plans that will settle 100% in stock, for which the holders do not have voting rights, and for which ownership has not vested, in the following amounts: Ms. Alemany 111,701, Mr. Brosnan 3,744, Mr. Carpenter 2,998, Mr. Frank 1,416, Mr. Rosenfeld 2,423, Ms. Stamps 368, Ms. Hayles 23,189, Mr. Knittel 47,825, Ms. Menelly 47,892, and 182,737 to all other executive officers as a group.

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- (6) Excludes RSUs issued under our equity compensation plans, for which the holders do not have voting rights, for which ownership has not vested, and for which settlement shall be made 50% in cash and 50% in stock, in the following amounts: Ms. Alemany 2,345 (all of which Ms. Alemany elected to settle 100% in stock), Mr. Carpenter 3,148, Mr. Frank 3,857, Mr. Freeman 8,597 (2,653 of which Mr. Freeman elected to settle 100% in stock and to defer settlement until he is no longer a member of the Board), Mr. Oates 7,873 (all of which Mr. Oates elected to settle 100% in stock, and 2,152 of which Mr. Oates elected to defer settlement until he is no longer a member of the Board), Ms. Parrs 6,803, Mr. Rosenfeld 16,411 (all of which Mr. Rosenfeld elected to settle 100% in stock and to defer settlement until he is no longer a member of the Board), Mr. Ryan 14,148 (8,375 of which Mr. Ryan elected to settle 100% in stock and to defer settlement until he is no longer a member of the Board), Ms. Stamps 5,944 (1,512 of which Ms. Stamps elected to settle 100% in stock), Mr. Tobin 17,469 (all of which Mr. Tobin elected to settle 100% in stock and to defer settlement until he is no longer a member of the Board), and Ms. Unger 14,339 (all of which Ms. Unger elected to settle 100% in stock and to defer settlement until she is no longer a member of the Board).
- (7) Includes shares of CIT common stock held in various trusts for which the director or officer has disclaimed beneficial ownership, in the following amounts: Ms. Alemany 36,311, Mr. Thain 57,135, and Mr. Frank 9,097.

EXECUTIVE OFFICERS

The following table sets forth certain information, as of February 22, 2016, regarding CIT's executive officers. The executive officers were appointed by and hold office at the discretion of the Board. No family relationship exists among CIT's executive officers or with any director. The executive officers, like all directors and employees, are subject to CIT's Code of Business Conduct, which is available on our website at <http://www.cit.com/about-cit/corporate-governance/code-of-conduct/index.htm>. Certain executive officers may also be directors or trustees of privately held or not-for-profit organizations that are not referred to below.

Name	Age	Position
Ellen R. Alemany (1)	61	Chairwoman and Chief Executive Officer of CIT and CEO and President of CIT Bank, N.A.
Stuart Alderoty	57	Executive Vice President, General Counsel and Secretary
George D. Cashman	63	President, CIT Rail
James J. Duffy	62	Executive Vice President and Chief Human Resources Officer
Matthew Galligan	63	President, Real Estate Finance
E. Carol Hayles	56	Executive Vice President and Chief Financial Officer
James L. Hudak	53	President, Commercial Finance
C. Jeffrey Knittel	58	President, Transportation Finance
Denise M. Menelly	55	Executive Vice President and Head of Technology and Operations
Kelley Morrell	37	Executive Vice President and Chief Strategy Officer
Gina M. Proia	44	Executive Vice President and Chief Marketing and Communications Officer
Robert C. Rowe	55	Executive Vice President and Chief Risk Officer
Steven Solk	62	President of Consumer Banking, President, California and President, Business Capital
Edward K. Sperling	52	Executive Vice President & Corporate Controller

- (1) See Directors Nominees in this Proxy Statement for Ms. Alemany's biographical information.

Stuart Alderoty has served as Executive Vice President and General Counsel and Secretary since October 2016. He is the Chief Legal Officer, responsible for overseeing all legal, corporate governance and insurance risk management matters for CIT and its operating groups. Mr. Alderoty joined CIT from HSBC North America Holdings, Inc., where he served as General Counsel for six years. Prior to joining HSBC, Mr. Alderoty was Managing Counsel at American Express, and before that he was a partner with the law firm of LeBouef, Lamb, Green and MacRae, specializing in litigation. Mr. Alderoty serves on the board and executive committee of the Minority Corporate Counsel Association, a not-for-profit association that advocates for the expanded hiring, retention and promotion of minority attorneys in corporate law departments and the law firms that serve them. He also serves on the board and executive committee of the Count Basie Theatre, a not-for-profit community arts center in Red Bank, New Jersey. Mr. Alderoty is also a member of the advisory committee of the Corporate Law Center at Rutgers University Law School. Mr. Alderoty has a BA from Rutgers University and a JD from Rutgers University Law School Newark.

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George D. Cashman has served as President of CIT Rail since August 2006. He joined CIT in January 2000 as Senior Vice President and was promoted to Executive Vice President in July 2001. He was subsequently promoted to his current position in August 2006. His areas of expertise include rail and shipping industry trends and railcar types and leasing. Prior to joining CIT, he was Senior Vice President of PSE&G Energy Services, responsible for developing a captive finance company for this unregulated energy services subsidiary of PSE&G. Before PSE&G, Mr. Cashman was President and Co-Founder of Glenshaw Capital, an investment advisory company. He spent the majority of his career with Westinghouse Financial Services, where he served in a variety of management positions, including most recently as Executive Vice President and Group Manager - Major Industries Finance. In this role, he developed industry verticals in the Transportation, Energy and Media markets. Prior to joining Westinghouse in 1984, Mr. Cashman held a number of positions with GTE Corporation, including co-founding its captive finance company. He received a BS degree in Finance and Economics from Susquehanna University and an MBA from the College of William and Mary.

James J. Duffy has served as Executive Vice President and Chief Human Resources Officer at CIT since August 2016. He is responsible for overseeing the human resources function, including the development and implementation of the company's global employee talent programs, employment policies, compensation and benefits. Mr. Duffy was previously Chief Human Resources Officer at Ally Financial Inc., where he was responsible for HR, including compensation, staffing, leadership development, talent management, and acquisition, employee relations and organizational development. Prior to Ally, Mr. Duffy was the chief human resources officer at CIT. Prior to joining CIT in 2006, he served as Senior Vice President of Human Resources for Citigroup's Global Consumer Group, a \$13 billion business offering a full range of consumer products with more than 200,000 employees in 50 countries. Before joining Citigroup, Mr. Duffy held senior HR positions at other major banking and manufacturing companies, including AlliedSignal, Ingersoll-Rand, Bankers Trust and GE. Mr. Duffy earned a BS in Industrial and Labor Relations from Cornell University.

Matthew Galligan has served as President of Real Estate Finance since December 2015. Prior to that, Mr. Galligan was Executive Vice President of Real Estate Finance since November 2011. Previously, Mr. Galligan served as Managing Director and Head of U.S. Property Finance for Bank of Ireland where, under his leadership, his team negotiated and closed more than 30 transactions totaling \$2 billion. Before joining Bank of Ireland, he served as Executive Vice President for Real Estate Capital Markets at DebtX. He has also worked for Fleet Boston Financial, Bank of Boston and Chase Manhattan in executive level positions in credit, real estate lending, debt distribution and capital markets. Mr. Galligan sits on the Commercial Real Estate Board of Governors for the Mortgage Bankers Association. Mr. Galligan received a BA in Economics/Accounting from the College of the Holy Cross and an MBA in Finance from the New York University Graduate School of Business Administration.

E. Carol Hayles has served as Executive Vice President and Chief Financial Officer since November 2015. Prior to that, she was Executive Vice President and Corporate Controller since July 2010. Prior to that, she spent 24 years at Citigroup Inc., including serving as Deputy Controller of Citigroup, Inc. since January 2008, leading the SEC and regulatory reporting functions. Before that, she held various leadership positions at Citigroup, including Senior Analyst in Investor Relations, Chief Financial Officer of Citibank's e-Business, CFO of Citigroup's Global Relationship Bank and CFO of Citibank Canada. Ms. Hayles began her career at PricewaterhouseCoopers LLP in Toronto, Canada. Ms. Hayles received her BBA from York University.

James L. Hudak has served as President of CIT Commercial Finance since December 2015. Prior to that, he served as President and Co-Head of Corporate Finance since October 2008. Previously, Mr. Hudak was President of CIT's Communications, Media and Entertainment business since 2001. In 1994, he co-founded the Telecom Financing Group at AT&T Capital, a predecessor of CIT. Mr. Hudak originally joined AT&T Capital in 1991 in its Capital Markets Division, focusing on large project financings and leveraged leases. He started his career at Philadelphia National Bank, completing a formal bank training program and initially concentrated on commercial real estate projects, and thereafter had roles at both Merrill Lynch and Citibank, where he worked in the Leveraged Finance division. Mr. Hudak received a BA from Bucknell University and an MBA from Cornell University. He is a former officer in the U.S. Army and Army Reserves.

C. Jeffrey Knittel has served as President of Transportation Finance since January 2014. Previously, Mr. Knittel served as President of Transportation Finance since 2007 and CIT Aerospace since 1997 and Executive Vice President of CIT Group/Capital Finance since 1992, and in several other senior management positions within CIT Group/Capital Finance since 1986. Mr. Knittel also served in various senior management positions with Manufacturers Hanover Leasing Corporation since 1982 and Cessna Finance since 1980. Mr. Knittel received a BS in Aviation Management from Embry-Riddle Aeronautical University. He also attended the University of Pennsylvania's Wharton School of Business Advanced Management Program.

Denise M. Menelly has served as Executive Vice President and Head of Technology and Operations since June 2016. Previously, Ms. Menelly spent six years with Bank of America Merrill Lynch, most recently as Head of Enterprise Shared Services, where she managed and transformed functions shared by the bank's corporate, commercial and consumer business lines. She joined Bank of America in 2010 as the chief operating officer for Corporate Banking and then became the global head of Commercial and Corporate Bank Operations, managing functions in more than 28 countries. Prior to joining Bank of America, Ms. Menelly served as the head of operations for RBS Citizens and vice chairman of Citizens Bank. In these roles her responsibilities included the U.S.-based banking operations for Consumer Banking, Commercial Banking and Global Transaction Services. From 1996 to 2008, Ms. Menelly worked

at Citigroup, implementing technology and process changes while increasing her responsibilities in various Operations and Technology roles. These included Global Head of Securities & Fund Services (SFS) Operations and Client Delivery, Head of Operations for the Commercial Business Group, Head of CitiCapital Operations, Head of Global Transaction Services Client Delivery and Head of Domestic Cash Management Operations. Ms. Menelly began her career with Bankers Trust Company in 1983 and spent the next 13 years managing various operations and technology functions. When she left in 1996, she was the director of Operations and the head of Global Treasury and Trade Operations. Ms. Menelly holds a BS from Manhattan College.

Kelley Morrell has served as Executive Vice President and Chief Strategy Officer since December 2015. She is responsible for leading the evaluation and execution of a wide range of strategic initiatives, including large-scale strategic mergers and acquisitions, as well as partnering with senior leaders across the organization to develop the Company's strategy and execute its strategic priorities. Prior to joining CIT, Ms. Morrell served as a Senior Director of the U.S. Treasury's Automotive Industry Financing Program, the Federal government's \$81 billion portfolio of investments in the American automotive industry, which originated during the 2008 Financial Crisis. She oversaw the Government's investments in Chrysler Financial, and in Chrysler Group following its emergence from bankruptcy, and through its restructuring and successful exit from government ownership. Ms. Morrell also led the development of strategic alternatives for Ally Financial, and was part of the team that executed the initial public offering of General Motors after its emergence from bankruptcy. Previously, Ms. Morrell was an investment professional at Hellman & Friedman, the San Francisco-based private equity firm. She began her career as an investment banker at Goldman Sachs in its Financial Institutions Group. Ms. Morrell graduated magna cum laude from Harvard College and received her MBA with distinction from Harvard Business School.

Gina M. Proia has served as Executive Vice President and Chief Marketing and Communications Officer since December 2016. She is responsible for overseeing the company's branding, marketing, advertising, communications and corporate citizenship strategies as well as ensuring they support CIT's strategic priorities. She is also responsible for advancing strategies and programs to help promote a corporate culture that aligns employees with CIT's business goals, facilitates sustained growth, and complies with regulatory requirements. Ms. Proia joins CIT following 10 years at Ally Financial, where she served most recently as Chief Communications Officer. She has served as a board member of Jump\$Start Coalition, a national nonprofit organization advancing financial education for young people. She is also a member of the Arthur W. Page Society. In 2010, Ms. Proia was recognized on PR Week's 40 Under 40 List, and in 2015 she received the Aiming High Award from Legal Momentum, the Women's Legal Defense and Education Fund, which recognizes the accomplishments of women in business. Prior to joining Ally, Ms. Proia held various positions at General Motors in the areas of financial communications, marketing communications, and product publicity.

Robert C. Rowe has served as Executive Vice President and Chief Risk Officer since December 2015. He is responsible for overseeing the transaction approval process across CIT operating segments, setting credit policy and overseeing the Company's workout/special assets function. He is also responsible for ensuring the regular review, adherence to and effective communication of credit policy and procedures across all levels of CIT. Mr. Rowe previously served as Executive Vice President and Chief Credit Officer of CIT since June 2010. Prior to that, Mr. Rowe served as Senior Credit Officer - Commercial Banking of FirstMerit Bank until May 2010. Prior to that, Mr. Rowe also served as Chief Credit Officer of National City Bank after spending 20 years in various roles of increasing responsibility in its Corporate Banking and Credit departments. While at National City, he also served as Division Head of the Equity Sponsor Group and had transaction approval responsibility for various segments that included Leveraged Finance and Asset-Based Lending. Before National City, Mr. Rowe served as Account Officer and Assistant Treasurer of Irving Trust (now Bank of New York Mellon). He received a BA degree in Economics from Boston College and an MBA in Finance from Indiana University.

Steven Solk has served as President of CIT Business Capital since December 2015 and as President of Consumer Banking and, President, California since November 2016. He is responsible for CIT's Direct Capital, Capital Equipment Finance, Equipment Finance, Lender Finance, Consumer Banking and Commercial Services businesses. Previously, Mr. Solk was an Executive Vice President of Commercial Finance at RBS Citizens Bank and a member of Citizens' Executive Leadership Group. In this role, he was responsible for executing growth strategies for four commercial banking specialty businesses, which included Franchise Finance, Business Capital, Asset Finance and Commercial Real Estate. Prior to RBS, Mr. Solk served in several executive roles in the financial sector, including more than 20 years at Citigroup. At Citigroup, he managed multiple lending and leasing specialty businesses and attained leading market positions in core target markets. Mr. Solk began his career at Bank of America, where he underwrote and managed corporate relationships. Mr. Solk earned a BA in Finance from Arizona State University.

Edward K. Sperling has served as Executive Vice President and Corporate Controller since November 2015. Prior to being named to this position, Mr. Sperling was Senior Vice President and Deputy Controller since 2011. Mr. Sperling has held numerous leadership roles at CIT in Corporate Accounting, Internal Audit, Credit, Financial Planning and Analysis, Investor Relations, Technology and Treasury. Mr. Sperling holds a BS in Accounting from Rutgers University and an MBA in Finance from Seton Hall University.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (**Exchange Act**), requires CIT's directors, certain officers and persons who own more than 10% of a registered class of CIT's equity securities, to file reports of securities ownership and changes in such ownership with the SEC. Certain officers, directors and greater than 10% stockholders also are required by SEC rules to furnish CIT with copies of all Section 16(a) forms they file.

Mr. Rosenfeld filed one late Form 4 in 2016 with respect to one transaction regarding the acquisition of CIT common stock pursuant to a grant of RSUs vesting in 2017. This late filing resulted from an administrative error by CIT. Based solely upon a review of the copies of Forms 3, 4 and 5 and any amendments thereto furnished to CIT and written representations made to CIT, CIT believes that all other Section 16(a) filing requirements were timely met during 2016.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS¹

This Compensation Discussion and Analysis (CD&A) describes our executive compensation program for 2016, how our compensation decisions align with our 2016 financial² and strategic achievements and the changes we are making to our 2017 program as a result of stakeholder feedback and to further align with our 2017 strategic initiatives. This Compensation Discussion & Analysis is divided into five sections:

- n Overview
- n 2016 Performance and Strategic Highlights
- n 2016 and 2017 Program Evolution
- n 2016 Program Detail
- n Other Pay Practices

OVERVIEW

2016 Compensation Program Highlights

At the end of the first quarter of 2016, we announced the results of our comprehensive strategic review and our vision for creating a leading national bank for specialty lending to the middle market and small businesses. Our 2016 executive compensation programs were designed around achieving this vision and leading market practices, as follows:

- n Compensation structures for new leaders and new peer group both aligned with focused business mix and asset size

- n Short-term Incentive (STI) for our CEO 50% based on quantitative financial factors, 30% directly based on achievement of key strategic objectives (including successful separation of CIT Commercial Air) and 20% based on other

qualitative factors; for our other NEOs, at least 50% of STI is based on quantitative financial factors with the remainder based on key strategic objectives and other qualitative factors

n Long-term Incentive (LTI) 100% performance-based, half of which is in the form of performance share units based on 3-year average adjusted after-tax ROATCE (PSUs-ROATCE) aligned with achieving our 10% target in 2018; the other 50% in performance-based RSUs (PBRsUs) with minimum Common Equity Tier 1 performance hurdle

n All long-term incentives subject to clawbacks that extend post-vesting

n All change-of-control benefits are double-trigger

n Robust equity holding requirements and prohibition on hedging

2017 Compensation Program Changes

Our executive compensation program has been continually adjusted and refined to reflect

each next step of our business evolution. Accordingly, and in direct response to shareholder feedback, for 2017 we will:

n **2017 STI:** Keep our rigorous scorecard approach but increase the weighting of quantitative financial factors to 70% for our CEO and other business segment heads while simplifying the goal structure

n **2017 LTI:** Add a factor based on relative total shareholder return (TSR) to our performance share units, which will continue to be based on 3-year average adjusted after-tax ROATCE and aligned with achieving our 10% target in 2018

n **Clawback:** Expand our clawback policy to cover cash payments under our STI program

¹ This CD&A contains non-GAAP financial measures, which are identified with an asterisk (*) in the first place in which they appear. For information about how these measures are calculated, see *Non-GAAP Financial Measures and Other Definitions* beginning on page 56.

² This CD&A makes reference to (i) post-revision financial measures, which reflect certain revisions to the Company's financial statements reported in *Note 30 Revision of Previously Reported Annual Financial Statements* of its Form 10-K filed with the SEC on March 16, 2017, for the year ended December 31, 2016 to correct for immaterial errors for the years ended December 31, 2015 and 2014; and (ii) pre-revision financial measures, which do not reflect such revisions.

The following principles guide our executive compensation programs and compensation philosophy:

Guiding Principles

Attract, retain and motivate high-quality executives and staff

- n Target pay levels designed to be competitive with market practice.
- n Differentiate compensation by individual, reflecting his or her role, experience, performance and expected contributions.

Pay for performance / meritocracy

- n Our program includes short-term and long-term performance-based elements, encompassing both objective and subjective goals, and considers corporate, business segment, individual, and performance relative to our peers.
- n Total compensation is expected to vary each year and may evolve over the long term to reflect our strategic objectives and performance.

Reinforce long-term view of CIT performance and value creation

- n A significant portion of incentive compensation is stock-based and long-term in focus.
- n Robust equity holding requirements and prohibition on hedging.

Make compensation decisions in accordance with strong governance, oversight, and risk management

- n Retain an independent compensation consultant to advise the Compensation Committee.
- n Maintain robust clawback provisions.
- n Risk Management Group fully integrated in the overall program design and operation.

Pay Practices

What We Do:

- √ Significant emphasis on performance-based compensation, with majority of incentive compensation dependent on long-term performance
- Ö Balanced portfolio of metrics that drive annual, long-term, financial and strategic goals
 - √ All long-term incentives subject to clawbacks that extend post-vesting, with clawback extended to short-term incentive in 2017
 - √ LTI is 100% performance based, with 50% of LTI value in PSUs and 50% in PBRsUs
- Ö Stock ownership and retention requirements that reinforce alignment between shareholders and executive officers
- Ö Independent compensation consultant advising the Compensation Committee

What We Don't Do:

- r No golden parachute tax gross-ups for our NEOs
- r No participation in executive pension arrangements for executives hired after 2006
- r No perquisites other than car and driver for the CEO
 - r No repricing of underwater stock options, grants of discounted stock options or grants of stock options with reload provisions
- r No single-trigger change of control provisions in our equity-based awards
- r No hedging of CIT securities, including equity-based compensation awards, for all employees, including our NEOs

2016 PERFORMANCE AND STRATEGIC HIGHLIGHTS

2016 was a pivotal year for CIT. We established our vision for creating a leading national bank for specialty lending to the middle market and small businesses and launched a three-year strategic plan to drive shareholder value. In 2016, we made substantial progress against our plan and our continuing focus to improve shareholder value.

Executing on Our 2016 Priorities to Simplify & Strengthen CIT

Focus on Our Core Businesses

- n Announced definitive agreement to sell CIT Commercial Air to Avolon Holdings
- n Stable core operating trends
- n Completed sale of UK Equipment Finance and Canada Equipment and Corporate Finance businesses
- n Completed the integration of OneWest Bank

Improve Profitability and Return Capital

- n Completed a third of the annual expense save target
- n Deposits increased to approximately 68% of total funding; weighted average deposit coupon decreased 7 bps from the prior year
- n CIT Bank financing and leasing assets to deposit ratio of 98%
- n Approval to return up to \$3.3 billion of common equity to shareholders in conjunction with CIT Commercial Air Sale⁽¹⁾

Maintain Strong Risk Management

- n Commercial credit reserve⁽²⁾ 2.0% of finance receivables
- n Non-accruals 0.9% of finance receivables
- n 10.8% coverage⁽³⁾ on energy loans
- n Common Equity Tier 1 ratio⁽⁴⁾ 13.8% up ~120 bps from the prior year

- (1) Amended capital plan approval authorizes CIT to return \$2.975 billion of common equity from the net proceeds of the CIT Commercial Air sale; additional \$0.325 billion contingent upon the issuance of a similar amount of Tier 1 qualifying preferred stock.
- (2) Commercial allowance for loan losses plus principal loss discount as % of commercial finance receivables (before the principal loss discount).
- (3) Reflects the purchase accounting discount for loans acquired from OneWest Bank and the allowance for loan losses.
- (4) Capital ratios as of 12/31/16 and based on fully phased-in Basel III estimates.

Selected Financial Highlights

Commercial Banking

Commercial Finance

n Positioning of business towards more strategic customer base to drive deeper relationships and additional revenue opportunities nearly complete

n Lead roles in 60% of new business in 2016, up from 40% in 2015

n #10 in US Middle Market Sponsored Bookrunner league table in 2016, up from #21 in 2015

n Digital small business lending platform experiencing strong growth due to disruption in industry and strategic account wins

Direct Capital

n Record year with a 14% increase in volume from 2015

n Customer satisfaction at an all-time high based on Net Promoter Score

Treasury Management

n Treasury Management products and services sold to 73 new and existing clients in 2016 across all our Commercial Businesses

n Led 67 transactions for over \$11 billion in financings in 2016 across all our industry verticals, compared to 50 transactions for \$8 billion in 2015

Capital Markets

n OneWest Bank named Best Regional Bank in California by Money Magazine

**Consumer
Banking**

**Consumer
Banking**

n Investments in technology aimed to enhance customer experience

n Continued progress on transitioning deposit base and reducing overall cost of funds

2016 AND 2017 PROGRAM EVOLUTION

2016 Transition Actions

During 2016, we took a number of steps designed to align our executive compensation program with the results of our strategic review and our vision for creating a leading national bank for specialty lending to the middle market and small businesses. In particular, we revised our compensation peer group to align with our business mix and asset size, established the target compensation structure for our new Chief Executive Officer and Chief Financial Officer, introduced the Executive Incentive Plan (STI for executive officers under the shareholder-approved 2015 Executive Incentive Plan) and changed the mix of LTI to better align with peer practices.

New Peer Group

The Compensation Committee regularly reviews peer and industry information in regard to level and structure of compensation as a competitive frame of reference. The Compensation Committee uses this information and analysis as a reference for setting pay opportunities and making pay decisions, such as changes to base salaries, annual short-term and long-term incentive awards. A key source of information is a peer group of institutions similar to CIT.

With input from their independent compensation consultant, Pay Governance LLC (Pay Governance), and management, the Compensation Committee re-evaluated and updated the peer group in 2016 in light of strategic initiatives. The process began with a selection of U.S. based publicly traded regional banks and financial companies considering asset size and business/deposit strategy, and level of business complexity. In line with our strategy to become a leading national bank, the new peer group establishes a greater focus on regional banking and is generally within a range of 0.5 times to 2.5 times the total asset size of CIT. The table below lists the peer companies approved by the Compensation Committee for 2016.

Ally Financial Inc.	Key Corp
Associated Banc-Corp	M&T Bank Corporation
Citizens Financial Group, Inc.	People's United Financial, Inc.
Comerica Inc.	Regions Financial Corporation
Discover Financial Services	Signature Bank
Fifth Third Bancorp	SVB Financial Group
First Republic Bank	Synovus Financial Corp.
Huntington Bancshares Inc.	Zions Bancorp

At the time the Compensation Committee selected the peer group, CIT represented the 38th percentile of the peer group in assets and the 54th percentile of the peer group in revenues.

The Compensation Committee also uses multiple third-party competitive market surveys provided by compensation consulting firms such as McLagan, Mercer and other firms as necessary (which we refer to as market data).

While the Compensation Committee considers peer and external market data, it does not target a specific market position when determining executive compensation levels. In addition to referencing market data, as described above, the Compensation Committee considered current year performance and overall incentive pool funding, prior year compensation history and compensation levels of other Company executives to provide context for compensation determinations.

CEO Transition

Ms. Alemany became CEO of CIT Group effective April 1, 2016 upon Mr. Thain's retirement on March 31 and became Chairwoman of the Board of Directors upon Mr. Thain's retirement as Chairman following the 2016 Annual Meeting of Stockholders. Ms. Alemany's 2016 target total compensation was established in light of our business strategy, with 87% of her target total compensation comprised of variable compensation subject to achievement of performance goals. Her 2016 target total compensation of \$6.75 million, consisting of base salary of

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\$900,000, short-term incentive target equal to 150% of base salary and long-term incentive target equal to 500% of base salary, was 15% below that of her predecessor and below the median CEO compensation market data for our new peer group.

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2016 Program Changes

Since becoming a bank holding company, our compensation program has been continually adjusted and refined to reflect the next step on our business evolution.

As previously disclosed, for 2016 the Compensation Committee has revised our executive compensation program by:

Introducing a 2016 STI formula for executive officers set at a maximum of 2% of adjusted pre-tax income under our shareholder approved 2015 Executive Incentive Plan, intended to maximize corporate tax deductibility of executive compensation under Section 162(m) of the U.S. Tax Code.

Changing the mix of our 2016 LTI to include 50% performance share units based on adjusted after-tax return on average tangible common equity and 50% performance-based RSUs to better align with our peer group's pay practices and take into account our go-forward strategic initiatives:

PSUs-ROATCE based on 3-year average adjusted after-tax return on average tangible common equity (ROATCE) with 3-year cliff vesting and earned at the end of the three-year performance period from 0% to a maximum of 150% of target, subject to a credit provision modifier to enhance risk balancing; and

PBRsUs vesting ratably 1/3 per year over 3 years, subject to a performance hurdle (minimum Common Equity Tier 1 for well-capitalized banks).

2017 Program Changes

We received significant support from shareholders in 2016 for our Say-on-Pay vote (about 89% of the votes cast were in favor of our program and about the same as in 2015).

In an effort to improve our Say-on-Pay vote for 2017, in addition to taking into account feedback from shareholders and other stakeholders, the Compensation Committee engaged Pay Governance to compare our executive compensation program against market best practices to determine the changes to our 2017 executive compensation structure, as outlined in more detail below. CIT and the Compensation Committee intend to continue to evaluate our executive compensation program annually.

For 2017, and in direct response to shareholder feedback and recommendations from Pay Governance, we will:

Keep our rigorous scorecard approach but increase the weighting of quantitative financial factors to 70% for our CEO (increased from 50%) and heads of our business segments, and simplify the goal structure

Add a factor based on 3-year cumulative relative TSR to our PSUs, which will continue to be based on 3-year average adjusted after-tax ROATCE and aligned with achieving our 10% target in 2018

Expand our clawback policy to cover cash payments under our STI program

2017 CEO Short-Term Incentive Scorecard Changes

Since 2015, we have incrementally simplified our short-term incentive goals and increased the weighting of quantitative goals. For 2017, we have continued this process, increasing the weighting of quantitative financial factors to 70%, reducing the number of financial factors to 3 and eliminating the specific weighting of sub-factors for qualitative goal categories, while continuing to ensure that goals are aligned with our strategic objectives and priorities. Our CEO's 2017 short-term incentive goal categories and weightings are shown below:

Goal	Weighting
Quantitative	70%
Financing and Leasing Assets	20%
Operating Expenses	20%
Adjusted ROATCE	30%
Qualitative (Strategic/Operational; Risk/Regulatory/Compliance; Talent Management)	30%

2017 Target Total Direct Compensation Change for CEO

As part of approving 2017 total direct compensation targets in February 2017, the Compensation Committee reviewed total compensation targets for the Company's new proxy peer group (for the CEO and CFO), as well as competitive market compensation surveys from McLagan and other publicly available information. Upon advice from Pay Governance, the Committee recommended to the Board of Directors and the Board of Directors approved an increase in the total compensation target for Ms. Alemany to \$7 million, approximately the median of the new proxy peer group by increasing her annual base salary to \$1,000,000 while keeping her short-term incentive compensation target at 150% and long-term incentive compensation target unchanged. 2017 target total direct compensation remains unchanged for the other NEOs.

2017 PSUs - ROATCE with Relative TSR Adjustment Factor

For 2017, we are adding a TSR adjustment factor to our PSUs-ROATCE under which earnout may be increased or decreased by up to 20% depending on the Company's 3-year cumulative TSR results relative to the component companies of the KBW Nasdaq Bank Index for the performance period (with no increase permitted if the Company's TSR for the performance period is negative). As in our prior structure, overall payout, including the TSR adjustment factor, may range from 0% to a maximum of 150% of target; in addition, if the minimum threshold level after-tax ROATCE is not met, no PSUs-ROATCE will be earned by their terms. 2017 PSUs-ROATCE do not include a separate credit modifier.

Enhanced Clawback Provisions

CIT has had cancellation / recoupment provisions on equity-based awards in place since 2010.

n PBRsUs Both unvested PBRsUs and PBRsUs that have vested within the prior 12 months are subject to forfeiture/recoupment in the event of: (1) a material restatement of the Company's financial statements; (2) materially inaccurate financials or other performance metrics; (3) the executive improperly or with gross negligence fails to properly identify, raise or assess, in a timely manner and as reasonably expected, risks and/or concerns with respect to risks material to the Company or its business activities; (4) the executive violates the Company's risk policies or standards; (5) the executive's detrimental conduct or violation of Company policies; and/or (6) the executive's breach of any applicable provisions relating to non-competition, non-solicitation, confidential information, inventions, developments or proprietary property. Unvested PBRsUs are also subject to forfeiture if the executive retires from CIT to work for a competitor.

n PSUs Unvested PSUs and PSUs that have vested but not yet been delivered are subject to forfeiture, as applicable, for each of the same (1) (6) events applicable to PBRsUs listed above. Beginning with the 2015 awards, unvested PSUs are also subject to forfeiture if the grantee retires from CIT to work for a competitor. Additionally, vested PSU awards (other than 2015 PSUs-ROATCE) may be recovered for two years following the end of the three-year performance period in the event of the following: (1) the same (1) (6) events applicable to PBRsUs listed above; (2) the Company's Total Classified Exposure exceeds a pre-determined threshold (other than 2016 PSUs-ROATCE); and/or (3) a consolidated, pre-tax GAAP loss occurs for either of the two years following the end of the performance period as a result of credit losses incurred with respect to loan and lease transactions originated and booked during the performance period. Total Classified Exposure and pre-tax GAAP loss are under Non-GAAP Financial Measures and Other Definitions. Vested 2015 PSUs-ROATCE may be recovered for 12 months following vesting in the event of (1) (6) listed above.

For 2017, we are adding cancellation / recoupment provisions to cash STI awards, consistent with the provisions applicable to PBRsUs.

n Cash STI Awards Cash STI paid within the prior 12 months is subject to recoupment in the event of: (1) a material restatement of the Company's financial statements; (2) materially inaccurate financials or other performance metrics; (3) the executive improperly or with gross negligence fails to properly identify, raise or assess, in a timely manner and as reasonably expected, risks and/or concerns with respect to risks material to the Company or its business activities; (4) the executive violates the Company's risk policies or standards; (5) the executive's detrimental conduct or violation of Company policies; and/or (6) the executive's breach of any applicable provisions relating to non-competition, non-solicitation, confidential information, inventions, developments or proprietary property.

In each case, any determination will be made in the sole discretion of the Compensation Committee or its designee based on the underlying facts and circumstances.

2016 PROGRAM DETAIL

2016 Named Executive Officers

The compensation of our 2016 named executive officers (our NEOs) is described in this CD&A. Our 2016 NEOs are:

- n Ellen Alemany: Chairwoman and CEO of CIT Group and Chairwoman, CEO and President of CIT Bank
- n E. Carol Hayles: Executive Vice President and Chief Financial Officer
- n C. Jeffrey Knittel: President, CIT Transportation
- n John Erickson: President of Consumer Banking and President, California (through December 31, 2016)
- n Denise Menelly: Executive Vice President and Head of Technology and Operations
- n John A. Thain: Former Chairman and Chief Executive Officer

Summary of Compensation Components and 2016 Program Detail

Our executive compensation program is comprised of three primary components:

Primary Components of Executive Compensation

- Base Salary**
 - n Set within a competitive range of market to attract and retain top talent
 - n Reflects responsibility, expertise and experience
 - n Foundation from which incentives and other benefits are determined
- Short-Term Incentive (Executive Incentive Plan)**
 - n Motivate and reward for achieving or exceeding annual financial, strategic and operational goals that ultimately support sustained long-term profitable growth and value creation
 - n Each Named Executive has a target opportunity expressed as a percentage of base salary reflective of the NEO's role (capped at 175%, with CEO at 150%)
 - n Tied directly to performance in year for which reported and granted in first quarter following end of performance year
- Long-Term Incentive (Equity Awards)**
 - n Motivate and reward for delivering long-term sustained performance aligned with shareholder interests
 - n Awards are 100% performance based and comprised of 50% PSUs-ROATCE and 50% PBRsUs
 - n PSUs based on 3-year average adjusted after-tax ROATCE aligned with achieving our 10% target in 2018 and, for 2017, include a factor based on 3-year cumulative TSR relative to the component companies of the KBW Nasdaq Bank Index; PBRsUs include a performance vesting hurdle (minimum Common Equity Tier 1 for well-capitalized banks)

Base Salary

- n About 13% to 26% of target total direct compensation
 - n Fixed
 - n Cash
- Base salary amounts are intended to provide a level of predictable income that reflects each executive's level of responsibility, expertise and experience. As discussed in last year's proxy, in February 2016, the Compensation Committee reviewed total compensation targets for the company's proxy peer group (for the CEO and CFO), as well as competitive market compensation surveys and other publicly available information and determined to increase Ms. Alemany's base salary to \$900,000 (from the \$800,000 base salary set forth in her offer letter). In November 2015, Ms. Hayles' base salary was increased to \$600,000 in recognition of her promotion to CFO. Mr. Knittel's 2016 base salary remained unchanged. Mr. Erickson's and Ms. Menelly's 2016 base salaries of \$600,000 and \$500,000, respectively, were set forth in their March 2016 offer letters.

Short-Term Incentive

<ul style="list-style-type: none"> n About 20% to 35% of target total direct compensation n Performance-based n Cash n Granted after performance year in Q1 2017 	<p>Short-term incentive awards are determined at year end based on annual performance and paid in cash. The 2016 STI pool for all executive officers was determined under the 2015 Executive Incentive Plan, with funding based on 2% of 2016 Adjusted Pre-Tax Income*, as adjusted as described below under the heading Tax Deductibility of Compensation Expense. An individual's short-term incentive award can be earned between 0% to 150% of target based on a year-end assessment of performance against his or her annual scorecard, as described further below. Under the terms of his new employment agreement, Mr. Knittel was entitled to receive a 2016 STI award equal to no less than his 2015 short-term incentive.</p>
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Long-Term Incentive

<ul style="list-style-type: none"> n Performance-based n PSUs earned based on ROATCE performance for 2016-2018 performance period n Earned over 3 years n Subject to forfeiture and/or recoupment 	<p>2016 LTI awards were granted 50% in PSUs based on achievement of 3-year average adjusted after-tax ROATCE and 50% in PBRsUs with a performance vesting hurdle (minimum Common Equity Tier 1 for well-capitalized banks). PSUs link executive compensation with the Company's financial performance over a three-year period while maintaining a significant portion of total compensation in equity-based awards. PSUs also complement our other compensation elements by incentivizing our NEOs to focus on growth and profitability over the three-year period, with clawbacks designed to discourage inappropriate or excessive risk. Both our Chief Risk Officer (CRO) and independent compensation consultant, Pay Governance, provided direct input into the design of our PSUs.</p>
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Grant of 2016 PSU Awards

For 2016, the Compensation Committee granted PSUs-ROATCE for the 2016-2018 performance period with the following grant date target values to our named executives: Ms. Alemany (\$4,500,000), Ms. Hayles (\$1,100,000), Mr. Knittel (\$2,350,000), Mr. Erickson (\$1,100,000), and Ms. Menelly (\$800,000).

The 2016 PSUs-ROATCE become payable only if CIT achieves the applicable performance targets for the 2016-2018 performance period. PSU share payouts may increase or decrease from the target grant, with the actual number of shares payable ranging from 0% to a maximum of 150% of target. The number of PSUs that ultimately may vest is based on 3-year average adjusted after-tax return on average tangible common equity, subject to 3-year cliff vesting. The performance measure has a minimum threshold level of performance that must be achieved to trigger any payout; if the threshold level of performance is not achieved, then no portion of the PSUs will be payable.

All or a portion of the PSUs may be canceled during the performance period, and vested PSUs may be recovered for a two-year period following the performance period, as described more fully above under Enhanced Clawback Provisions.

2016 Performance Determinations

Short-Term Incentive Annual Scorecard Goals & Determinations For 2016 Named Executive Officers

<ul style="list-style-type: none"> n Capped at 150% of target for the CEO and other NEOs n Earned based on level of 2016 pre-tax income, as adjusted, and achievement of pre-established goals 	<p>In order to provide transparency to shareholders, the Compensation Committee continued to base a significant portion of the 2016 goals and objectives for each executive officer on measurable, objective goals. Goals (and any sub-goals), whether quantitative or qualitative, were assigned a weighting, and rated on a scale from Does Not Meet to Significantly Exceeds, with each rating corresponding to an associated payout level for that goal (0% to a maximum of 150%, interpolated for quantitative goals). Our NEOs' 2016 goals and objectives, along with associated weightings, were set at the beginning of the year or upon joining the Company and directly align with the Company's primary goals. After the end of the performance year (in February 2017), the Compensation Committee (and Pay Governance, its independent adviser) reviewed Ms. Alemany's performance and in turn discussed its assessment with the full Board.</p>
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For members of the Executive Management Committee (EMC), which includes our other NEOs, Ms. Alemany reviewed the performance of each EMC member, and her respective assessment of performance across each goal/objective category was reviewed and approved by the Compensation Committee. The CEO s and Compensation Committee s assessment of performance against those goals and objectives, as well as pay determinations, is provided below. In exercising discretion to determine the actual amount of each NEO s 2016 STI, the Compensation Committee rounded the amount of the calculated short-term incentive to the nearest \$5,000 (other than with respect to Mr. Knittel s 2016 STI, as described further below).

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Ms. Alemany (Chairwoman and Chief Executive Officer)

Ms. Alemany's 2016 short-term incentive target was \$1,350,000, and her 2016 short-term incentive award was \$1,600,000, representing 119% of target. As a result, her 2016 total direct compensation was \$7,000,000, 104% of target.

Ms. Alemany's short-term incentive scorecard is shown below.

2016 CEO Performance Assessment & Compensation Scorecard

(Blue shading indicates achieved performance, with adjustments as noted; percentages may not total due to rounding)

Goal & Weighting	Performance (as adjusted)		Rating Scale (vs. Expectations) Multiplier					Signifi- cantly Exceeds	Weighted % Achieved
			Does Not Meet	Partially Meets	Mostly Meets	Meets	Exceeds		
			0.0x	0.5x	0.75x	1.0x	1.25x		
Quantitative [50%]								48%	
A. Pre-Tax Income* [10%]	\$742	\$774 ⁽¹⁾	<\$538	\$592	\$645	\$742	\$807	\$861	11%
B. Total Net Revenue* [10%]	\$2,473	\$2,582 ⁽¹⁾	<\$1,705	\$1,705	\$2,132	\$2,473	\$2,771	\$3,070	11%
C. Operating Expenses* [10%]	\$1,291	\$1,448 ⁽¹⁾	>\$1,614	\$1,497	\$1,404	\$1,291	\$1,123	\$1,029	6%
D. CIT Bank Deposits [10%]	\$33,142	\$32,304	<\$25,278	\$28,087	\$30,895	\$33,142	\$35,108	\$37,917	9%
E. Provision for Credit Losses (% of AEA) [10%]	0.41%	0.36%	>1.2%	1.0%	0.8%	0.4%	n/a		10%
Qualitative [50%]									71%
A. Strategic/Operational [30%]									44%
Achieve successful separation of CIT Commercial Air [15%]							ü		23%
Develop and communicate strategic plan and execute operating plan to enhance returns [10%]							ü		15%
Institute cross-selling initiative [2.5%]							ü		4%
Achieve Community Reinvestment Act goals [2.5%]							ü		3%
B. Risk/Regulatory/Compliance [10%]									14%
							ü		5%

Maintain “tone at the top” focus on compliance and strong regulatory relations [3.3%]

Ensure no outsized losses and achieve leveraged loan portfolio risk tolerance levels [3.3%]

ü 4%

Ensure timely and responsive regulatory submissions [3.3%]

ü 5%

C. Talent Management [10%]

13%

Maintain employee engagement and retain top talent [3.3%]

ü 4%

Emphasize diversity in hiring, retention & promotion [3.3%]

ü 4%

Complete OneWest integration (culture, values, leadership appointments) [3.3%]

ü 5%

Total Short Term Incentive

119%

(1) The figures shown above reflect pre-revision results used by the Committee to determine annual performance and resulting STI awards at the time of its annual scorecard review for all executives. The Committee determined to base its decision on these figures, rather than post-revision financials which would have resulted in higher STI payouts. For information about how these measures were calculated, see Non-GAAP Financial Measures and Other Definitions beginning on page 56.

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In determining Ms. Alemany's 2016 STI award, in addition to the company's financial and operating performance, the Committee noted the following 2016 key accomplishments:

Quantitative Criteria (50%)

- n Performance results were between meets and exceeds for adjusted pre-tax income and net revenue; between mostly meets and meets for CIT Bank deposits; and between partially meets and mostly meets for operating expenses (as adjusted).
- n While the goal for provision for credit losses was exceeded, payout was capped at 100% (as in prior years).
- n Overall payout for this category was approximately 48%.

Qualitative Criteria (50%)

- n **Strategic/Operational (30%):** managed dual-track strategic process and reached definitive agreement to sell CIT Commercial Air at an implied price of 1.2x book; designed and launched a three-year Strategic Plan to improve returns, reduce \$150 million of annual expenses and establish CIT as a leading national bank for specialty lending to the middle market and small businesses; and actively engaged with CIT's Community Board and revised CRA plan.
- n **Risk / Regulatory / Compliance (10%):** enhanced working relationships with regulators and gained regulatory approval to return up to \$3.3 billion of capital to shareholders.
- n **Talent Management (10%):** implemented enhanced performance management program, talent review and executive succession; rolled out Core Behaviors and launched Chairwoman's award to promote employee engagement; held Employee Town Hall forums to drive culture and communication; completed OneWest integration and established executive team.
- n Overall payout for this category was approximately 71%.

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Other 2016 Named Executive Officers

For our other NEOs, goals were grouped into a quantitative goal category (financial/credit), weighted from 50% (Corporate Functions) to 70% (for Business Segments); and a qualitative goal category (strategic/operational, risk/regulatory/compliance, and talent management), weighted 30% (Business Segments) to 50% (Corporate Functions).

Within the financial/credit goal category, Company-wide goals (CIT adjusted pre-tax income, net revenue, operating expenses, provision for credit losses) represented 40% of the total for Ms. Hayles and Ms. Menelly (and heads of other Corporate Functions); financial and credit goals for the Business Segment heads were aligned directly with their businesses.

The table below summarizes the weighted payouts for each of these NEOs based on performance against their annual scorecard. Percentages may not total due to rounding.

	<u>Weighting</u>	<u>Target STI</u>	<u>Weighted % Achieved</u>	<u>Calculated STI Value</u>	<u>Actual STI Value</u>
Mr. Knittel⁽¹⁾		\$ 1,050,000	113%	\$ 1,190,975	\$ 1,090,000
A. Financial/Credit	70%	\$ 735,000	87%		
B. Strategic/Operational	10%	\$ 105,000	10%		
C. Risk/Regulatory/Compliance	10%	\$ 105,000	7%		
D. Talent Management	10%	\$ 105,000	10%		
Ms. Hayles		\$ 800,000	90%	\$ 720,463	\$ 720,000
A. Financial/Credit (incl. Company)	50%	\$ 400,000	48%		
B. Strategic/Operational	30%	\$ 240,000	30%		
C. Risk/Regulatory/Compliance	10%	\$ 80,000	5%		
D. Talent Management	10%	\$ 80,000	7%		
Mr. Erickson⁽²⁾		\$ 900,000	83%	\$ 750,862	\$ 750,000
A. Financial/Credit	70%	\$ 630,000	59%		
B. Strategic/Operational	10%	\$ 90,000	7%		
C. Risk/Regulatory/Compliance	10%	\$ 90,000	8%		
D. Talent Management	10%	\$ 90,000	9%		
Ms. Menelly		\$ 600,000	100%	\$ 602,495	\$ 600,000
A. Financial/Credit (incl. Company)	50%	\$ 300,000	49%		
B. Strategic/Operational	20%	\$ 120,000	22%		
C. Risk/Regulatory/Compliance	20%	\$ 120,000	18%		
D. Talent Management	10%	\$ 60,000	12%		

- (1) As described below, under Mr. Knittel's new employment agreement, in connection with the sale of CIT Commercial Air, his 2016 STI was determined at no less than his 2015 STI of \$1,090,000.
- (2) As described below, Mr. Erickson received a transition payment under the Transition Agreement and General Release he entered into with CIT in connection with his resignation, which was effective December 31, 2016, which was in lieu of any other STI. While Mr. Erickson's agreement established a minimum and maximum transition payment amount, the Committee still reviewed his performance as part of its review of executive scorecards. The amount in the table above for Mr. Erickson under Actual STI Value equals the amount of his transition payment, based on this assessment of his performance.

In determining actual 2016 short-term incentive payouts, the Committee noted the following 2016 accomplishments:

Mr. Knittel

- n **Financial/Credit:** Performance targets for CIT Transportation were exceeded, with pre-tax income, net revenue and operating expenses achieved at better than plan, and provision for credit losses (as a % of average earning assets) also achieved at better than plan (but capped at

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100% of target). Overall payout for this category was 87%.

- n **Strategic/Operational:** supported dual track spin vs. sale process, resulting in the announcement of the pending sale of CIT Commercial Air at an implied price of 1.2x book value and successfully transitioned Transportation segment leadership to successor. As a result, payout for this category was 10%.
- n **Risk/Regulatory/Compliance:** Maintained focus on compliance while ensuring appropriate balancing of business development and risk-taking; supported overall audit and compliance initiatives. Payout for this category was 7%.
- n **Talent Management:** Maintained employee engagement through Town Halls, extensive communication and regular office visits; continued practice of succession planning and enhanced review of employee performance and led business consistent with One CIT behaviors. Payout for this category was 10%.

At the recommendation of the CEO, in recognition of the transactional payout due to the sale of CIT Commercial Air and to better align his 2016 incentive compensation with that business, the Compensation Committee decided to keep Mr. Knittel's 2016 STI (\$1,090,000) equal to the minimum set forth in his agreement, and overall 2016 total direct compensation (\$4,040,000) unchanged from 2015.

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Ms. Hayles

- n **Financial/Credit (including Shared/Company):** CIT pre-tax income and net revenue exceeded plan, and operating expenses were worse than plan; provision for credit losses was better than plan, however the payout was capped at 100% (as in prior years); expenses for Finance were slightly worse than plan. Payout for this category was 48%.
- n **Strategic/Operational:** Enhanced rating agency relationships resulting in Holding Company and Bank upgrades; supported dual-track strategic process and reached definitive agreement to sell CIT Commercial Air at an implied price of 1.2x book value; received non-objection to Amended Capital Plan enabling up to \$3.3 billion capital return; completed sale of UK Equipment, Canada Equipment and Corporate Finance businesses; significant progress on plan to exit China business and to consolidate and streamline legal entity structures. Payout for this category was 30%.
- n **Risk/Regulatory/Compliance:** Submitted CCAR plan but did not meet qualitative standards required to receive a non-objection from regulators; staffed a CCAR office and developed plans to remediate, however additional work required. Payout for this category was 5%.
- n **Talent Management:** Completed the integration of the OneWest finance teams and re-aligned financial analysis and controllership teams with new business segments; filled most key gaps in staffing and made progress on management succession plans. Payout for this category was 7%.

Mr. Erickson

- n **Financial/Credit (including Shared/Company):** Performance results for Consumer Banking were mixed, with fee income significantly exceeding targets, while net revenue, operating expenses and commercial deposits were approximately at plan, and pre-tax income and provision for credit losses were worse than plan (primarily related to the legacy reverse mortgage portfolio). Overall payout for this category was 59%.
- n **Strategic/Operational:** Developed a deposit strategy to improve cost of funds and mix stability; exited Wealth Management business; began to grow residential mortgage portfolio and made progress on CRA plan. Payout for this category was 7%.
- n **Risk/Regulatory/Compliance:** managed forward mortgage portfolio within risk appetite; made progress in addressing legacy issues related to the reverse mortgage portfolio; executed on plan to remediate audit and regulatory findings. Payout for this category was 8%.
- n **Talent Management:** began rationalization of staff and infrastructure support and full integration of OneWest teams; filled certain key gaps in staffing and made progress on management succession plans. Payout for this category was 9%.

Ms. Menelly

- n **Financial/Credit (including Shared/Company):** CIT pre-tax income and net revenue exceeded plan, and operating expenses were worse than plan; provision for credit losses was better than plan, however the payout was capped at 100% (as in prior years); expenses for Technology and Operations were slightly better than plan. Payout for this category was 49%.
- n **Strategic/Operational:** Successfully implemented IT portfolio and data center migrations; provided IT and operational support for sales of the UK Equipment, Canada Equipment and Corporate Finance businesses; launched transformation strategy and implemented digital strategy for CIT Bank. Payout for this category was 22%.
- n **Risk/Regulatory/Compliance:** Made progress on enhancing core controls to meet industry-wide heightened expectations; developed plan to remediate audit and regulatory findings. Payout for this category was 18%.
- n **Talent Management:** Successfully developed new operating model and management succession plan; hired and retained key talent; led cultural change, improving accountability across technology and operations, and resulting in a payout for this category of 12%.

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Earned 2014 PSU Awards

We first introduced PSUs in 2012 at a time when we remained focused on returning to profitability, following our emergence from bankruptcy. Our PSU design has continued to evolve over time, and now comprises a larger part of total compensation. The 2014 PSUs were designed to continue to reward growth and profitability over a three-year period (2014-2016), with clawbacks for discouraging excessive risk-taking. The performance metrics (Pre-Tax Return on Assets (ROA), weighted 25% and Fully Diluted EPS, weighted 75%) and targets were established in 2014 consistent with the Company's strategic plan at the time and after direct input from both our CRO and Pay Governance. The performance targets were adjusted to reflect targets and results for the first nine months of 2015 for standalone CIT, as described in the Company's 2016 Proxy Statement. The 2014 PSUs were earned at 69% of target based on these three-year post revision results. The Committee determined to use these post-revision results, rather than pre-revision financials which would have resulted in higher PSU payouts.

Goal (Payout)	Threshold (0%)	Target (100%)	Maximum (150%)	Performance (as adjusted)
Fully Diluted EPS* (three-year average)	\$2.44	\$2.80	\$2.91	\$2.68
Pre-Tax Return on Assets* (three-year average)	1.31%	1.57%	1.63%	1.50%

Earned 2015 PSUs-ROTCE (2nd Tranche)

In 2015, the Compensation Committee granted PSUs to executives (of our NEOs, Ms. Hayles, Mr. Knittel and Mr. Thain were awarded 2015 PSUs), 50% of which vest based on achievement of EPS/ROA targets and 50% of which vest based on achievement of pre-tax ROTCE performance goals. The PSUs-EPS/ROA cliff vest at the end of the three-year performance period and the PSUs-ROTCE vest one-third at the end of each year of the three-year performance period.

The 2015 PSUs-ROTCE will be earned each year during the 2015-2017 performance period between 0% to a maximum of 150% of target based on pre-tax ROTCE, as shown below, subject to a credit provision modifier which was included by the CRO to enhance risk-balancing:

2015: 1/3 earned based on 2015 pre-tax ROTCE	2016: 1/3 earned based on average 2015 & 2016 pre-tax ROTCE	2017: 1/3 earned based on average 2015, 2016 & 2017 pre-tax ROTCE
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If the minimum threshold level pre-tax ROTCE is not met, no PSUs-ROTCE will be earned by their terms, although the Compensation Committee has the discretion to determine that a portion of the PSUs-ROTCE, not to exceed 50% of target, are earned after taking into consideration relevant facts and circumstances. In addition, earn-out of the PSUs-ROTCE will be adjusted upwards or downwards by up to 25% based on a modifier that measures provision for credit losses as a percentage of average earning assets (but not below 50% if threshold ROTCE is achieved and not above 150% in any case).

The second installment of our 2015 PSUs-ROTCE vested at the end of 2016. For the three-year performance period, the Committee established a target pre-tax ROTCE range of 7.5%-9.5%, a threshold of 4.0% and a maximum of 13.0%. A target range was implemented to enhance risk balancing, based on input from our CRO and feedback from our regulators, in part by eliminating the leverage up or down for potential payouts around an appropriate range above and below the company's 3-year plan target. The adjusted post revision two-year average ROTCE for the second installment of the 2015 PSUs-ROTCE was 7.46%, below the target range, resulting in 99.6% of target payout for 2016. The Committee determined to use these post-revision results, rather than pre-revision financials which would have resulted in higher PSU payouts. In addition, the Committee determined not to give effect to the credit provision modifier, in light of the current economic and credit environment. The credit provision was favorable relative to target and would have otherwise resulted in a payout of approximately 110% absent the Compensation Committee's adjustment.

Goal	Threshold	Target	Maximum	Performance (as adjusted)
Adjusted Pre-Tax ROTCE* (two-year average)	4.0% (50% earned)	7.5%-9.5% (100% earned)	13.0% (150% earned)	7.46%
Credit Provision (modifier)*	≥136bps (-25%)	68bps-45bps (+0%)	22.6bps (+25%)	36 bps

OTHER PAY PRACTICES

Clawback Provisions

As described in more detail above under 2017 Program Changes – Enhanced Clawback Provisions, CIT has had cancellation / recoupment provisions on equity-based awards in place since 2010, and for 2017, we are adding provisions similar to those applicable to PBRsUs to cash STI awards.

Equity Ownership and Retention

Our Executive Equity Ownership and Retention Policy requires executives to own a minimum level of CIT stock equal to the greater of: (1) a specific multiple of base salary (*i.e.*, 6x for the CEO, 3x for other NEOs, and 1x for other executives), or (2) 50% of the shares received on vesting or exercise of CIT equity-based awards for the duration of his/her employment with CIT, after any shares withheld to cover income tax withholding obligations. The value of stock owned is calculated using the greater of: (1) the closing price of CIT common stock, or (2) a calculated per-share value based on the 3-year average closing price of CIT common stock on any given measurement date.

The policy applies to a broad group of senior executives, including all of our executive officers. Executives have five years to meet the minimum ownership requirement. Each of our continuing NEOs meets the requirements of this policy.

Severance and Change of Control Arrangements

Agreement with Ms. Alemany. In connection with Ms. Alemany's appointment as Vice Chairman of the Company and her designation as successor to Mr. Thain as Chief Executive Officer of the Company and Chairman of the Board of Directors of CIT Bank, effective April 1, 2016, the Company entered into a letter agreement with Ms. Alemany. Her agreement provides for severance in the event the Company terminates her employment without cause or she terminates her employment for Good Reason (in each case, as defined in the letter agreement) in the amount of one times her base salary, plus a pro-rata severance bonus for the year of termination (based on her short-term and long-term incentive targets – the latter to the extent the long-term incentive award for the year has not been awarded at the time of termination). If Ms. Alemany's severance under the Company's broad-based severance plan as amended and described below were greater than the severance benefit under her letter agreement, Ms. Alemany would receive the severance plan benefit. The principal provisions of Ms. Alemany's letter agreement are described under Narrative Information Relating to Potential Payments upon Termination or Change of Control.

Agreement with Mr. Knittel. On July 5, 2016, CIT Aerospace LLC, a wholly owned subsidiary of the Company, entered into a new employment agreement with Mr. Knittel in connection with the contemplated sale or spinoff of CIT Commercial Air. Mr. Knittel's new employment agreement includes a provision that allows him to terminate his employment for Good Reason, including, but not limited to, due to a material diminution in base pay, a material diminution of his duties and responsibilities following a Change of Control and reassignment to a work location more than 50 miles from his prior work location. Mr. Knittel's employment agreement provides for severance in the event CIT Aerospace LLC terminates his employment without cause (as defined in the employment agreement) or he terminates his employment for Good Reason in the amount of one times his base salary and target STI for the year of termination, plus any additional benefits provided under the Company's broad-based severance plan described below. In the event such a termination were to occur in connection with a Change of Control of CIT prior to completion of the proposed transaction, Mr. Knittel would be entitled to the EMC member severance benefits as amended and described below under the Company's broad-based severance plan. The principal provisions of Mr. Knittel's employment agreement are described under Narrative Information Relating to Potential Payments upon Termination or Change of Control.

Agreement with Mr. Erickson. In connection with Mr. Erickson's resignation, which was effective December 31, 2016, he and CIT entered into a Transition Agreement and General Release. Mr. Erickson's transition agreement did not provide for any severance payments but it did provide for a transition payment in an amount between \$750,000 and \$900,000, as determined by Ms. Alemany based on her assessment of Mr. Erickson's performance prior to and during the transition period ending on the date of his resignation (December 31, 2016). The transition payment is in

lieu of any 2016 STI award. A summary of the key provisions of Mr. Erickson's transition agreement are described under Narrative Information Relating to Potential Payments upon Termination or Change of Control.

Ms. Menelly's Offer Letter. On March 18, 2016, Ms. Menelly and CIT entered into an offer letter in connection with her employment with CIT. Ms. Menelly's offer letter sets forth her base salary rate of \$500,000 and a 2016 target annual incentive award (comprised of both short-term and long-term components) of \$1,400,000. Under the terms of her offer letter, on her employment commencement date, Ms. Menelly was eligible to receive a one-time PBRUSU award with a grant date value equal to the greater of \$1,200,000 (estimated value of her equity awards to be forfeited at the time of valuation, prior to a notice period required by her former employer) and the then current value of the equity awards she forfeited upon termination of her employment with her former employer. The one-time PBRUSUs will vest in equal installments on each of the first three anniversaries of the grant date.

Broad-Based Employee Severance Plan. In the event of a qualifying termination of employment, our other NEOs are eligible to receive severance under the CIT Employee Severance Plan. The CIT Employee Severance Plan was adopted in 2013 to better align CIT with market practice, ensure continuity of management during mergers and acquisitions, and attract and retain highly valued employees. All of our U.S. employees participate in the Plan. Under the Plan, during 2016, members of our EMC, which includes the NEOs, were generally eligible to receive a cash severance amount equal to 52 weeks of base salary, a prorated severance bonus, a payment equal to 102% of the cost of premiums for coverage in accordance with the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended (COBRA), for 52 weeks, which COBRA amount will be increased to cover applicable taxes, and certain outplacement services. Under the Plan, members of our EMC are generally eligible to receive written notice of termination for a minimum period of 12 weeks or, like other eligible participants and at the Company's discretion, pay in lieu of written notice. In the event of a qualifying change of control termination, members of our EMC are generally eligible to receive a cash severance amount equal to two times the sum of base salary plus severance bonus, a prorated severance bonus, a payment equal to 102% of COBRA premiums for a maximum of 24 months (notwithstanding any statutory limitations on the length of COBRA coverage), which COBRA amount will be increased to cover applicable taxes, and certain outplacement services. Effective January 1, 2017, the CIT Employee Severance Plan was amended and restated to cover the employer portion of the cost of health insurance premiums for 52 weeks, in lieu of 102% of COBRA premiums described above. The severance plan was further amended effective March 11, 2017 to change the definition of STI to exclude any prior year STI for any period shorter than a year, with any participant being treated as ineligible for STI for such period and replacing it with a target STI, as applicable. For more detail about the CIT Employee Severance Plan, see Narrative Information Relating to Potential Payments upon Termination or Change of Control below.

Other Benefits

Our benefits programs are comparable to the programs provided generally by companies in our peer group and in the financial services industry. Executives participate on the same basis as other employees in CIT's benefits plans, including retirement arrangements, healthcare coverage, life and accident insurance and disability coverage. CIT's retirement arrangements are further described under Narrative Information Relating to Retirement Arrangements for Named Executive Officers following the Pension Benefits table that appears later in this Proxy Statement. Mr. Knittel is the only 2016 NEO who participates in the Executive Retirement Plan, which has been closed to new participants since 2006. Other than grandfathered benefits under the Executive Retirement Plan, benefits payable under the CIT Retirement and Supplemental Retirement Plans were frozen as of December 31, 2012.

Since 2010, executive perquisites, such as financial planning, executive physicals and benefits programs have not been made available to executives. The only perquisite provided in 2016 was a car and driver for Ms. Alemany.

COMPENSATION COMMITTEE ROLE AND PROCESS

Role of the Compensation Committee

The Compensation Committee is composed entirely of independent directors, as determined under the criteria established by NYSE and CIT corporate governance guidelines. The Compensation Committee oversees compensation and benefits policies for our executive officers and other employees, the performance and compensation of CIT's executive officers, and succession planning. A key function of Compensation Committee oversight is to ensure, together with the Risk Management Committee, that such programs appropriately balance risk and financial results and do not encourage excessive risk taking. The responsibilities of the Compensation Committee are outlined in its charter, which can be found on CIT's website at <http://www.cit.com/about-cit/corporate-governance/board-committees/index.htm>.

Compensation recommendations for our NEOs, other than for the CEO, are made by our CEO to the Compensation Committee. These recommendations reflect her assessment of each executive based on business or functional results, as well as the achievement of strategic corporate priorities, overall company results and individual performance. The role of management in supporting the CEO in making such recommendations is more fully described below under Role of Senior Management. The Compensation Committee reviews our CEO's recommendations, assesses the recommendations for reasonableness, and approves all compensation changes affecting our executive officers in its sole discretion.

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The Compensation Committee separately considers the performance of our CEO, and following a review and discussion, submits a compensation recommendation to the full Board for approval.

Role of Independent Compensation Advisers

The Compensation Committee engages Pay Governance, a compensation consulting firm, to advise it on all matters relating to our executive officers' compensation and benefits, including the determination of annual NEO compensation described above. The Compensation Committee has determined that Pay Governance is independent, after assessing its provision of services, fees, conflict of interest policies, relationship with Compensation Committee members, company stock ownership and relationship with executive

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officers in accordance with SEC rules and the NYSE guidelines. The Compensation Committee directly retains Pay Governance independently from CIT management, and CIT does not utilize Pay Governance or any of its affiliates for any other purpose. No specific instructions or directions were provided to Pay Governance by CIT regarding the performance of their duties. Representatives from Pay Governance attend the Compensation Committee meetings regularly and conduct studies of compensation issues related to the design of our executive officer compensation programs at the request of the Compensation Committee. Pay Governance and the Compensation Committee rely on data from multiple sources to provide a frame of reference for compensation decisions, such as: multiple third-party competitive market surveys (such as McLagan, Mercer and other firms as necessary); publicly available information (peer group proxy statements); and historical compensation data for executive officers.

The Compensation Committee has authorized Pay Governance to interact with CIT's management to obtain or confirm information, as needed, on behalf of the Compensation Committee.

Role of Senior Management

The funding of the 2016 annual short-term incentive pool and assessment of our NEOs' performance was determined as described above. Annual short-term incentives for other employees were recommended based on management's assessment of performance against pre-established 2016 goals and objectives, an overall risk assessment, as well as market competitiveness. Company-wide incentive funding and final pool allocations were approved by the Compensation Committee and reviewed by the CRO. Members of the EMC, as well as other senior managers, are responsible for making incentive recommendations for eligible employees. The annual recommendation process is coordinated by Corporate Human Resources personnel.

Role of Risk Management

Our CRO and other senior members of the Risk Management Group are fully integrated in the overall design and operation of the Company's incentive compensation arrangements. In addition, Risk Management partners with Human Resources to coordinate regular joint interaction with the Compensation Committee and the Risk Management Committee to support strong governance and oversight regarding issues related to risk balancing within our incentive compensation practices. Risk Management and Human Resources work closely to maintain and evolve our approach to balancing risk and incentives. Our key areas of focus include:

- n **Executive Management Goals** reviewing incentive compensation design and identifying specific risk goals for our senior executives, including our NEOs, and covered employees (as defined below under Identification of Covered Employees);
- n **Overall Short-Term Incentive Funding** identifying credit/risk metrics and other qualitative risk factors to be evaluated with financial performance, and to be used to determine overall incentive funding and allocation to businesses;
- n **Executive Management Compensation** developing and enhancing the design of our equity awards, including appropriate revisions to performance measures, clawback triggers, leverage and vesting provisions;
- n **Compensation Policies and Procedures** developing compensation policies and procedures supporting our business objectives that are consistent with our risk appetite and framework, and regulatory requirements;
- n **Covered Employees** developing and maintaining a framework for identifying individual and groups of covered employees who may expose the Company to material risks, and foster strong awareness of risk balancing for incentive arrangements; and
- n **Annual Assessment** reviewing and proactively identifying and/or assessing risks associated with the Company's incentive compensation arrangements.

Since 2009, CIT has conducted an annual assessment of the risks associated with our incentive compensation arrangements. In 2014, we established a governing body within CIT management to oversee incentive compensation monitoring and validation (the Incentive Compensation Review Committee) and we also considered this theme when developing our 2016 compensation structure. During 2016, Risk Management, together with Internal Audit, evaluated each business segment focusing on outlier behaviors and performance across four broad categories: outsized losses, transparency, risk balancing, and support for risk initiatives. Overall ratings for each segment were determined with input solicited from across the risk and audit organizations, including: Credit Risk, Operational Risk, Credit Review, Problem Loan Management, Model Risk, Insurance Risk, Vendor Risk, Information Risk, Business Continuity and Disaster Recovery, Compliance and Internal Audit. Based on this assessment, as well as ongoing coordination with Human Resources in monitoring risk balancing activities, our CRO and the Head of Enterprise Risk Management independently determined that none of CIT's incentive compensation arrangements encourage imprudent or excessive risk and presented their findings at a joint meeting of the Compensation and Risk Management Committees, prior to the finalization of the short-term incentive pools. Prior to finalizing incentive recommendations, risks were assessed to determine if any employees: (1) failed to show due regard for the risk inherent in their business activity; (2) failed to balance risk with financial results; or (3) exposed the firm to imprudent risks.

CIT, the Compensation Committee and the Risk Management Committee have reviewed CIT's incentive compensation policies and arrangements for significant risks as they apply to all employees across our business segments to determine whether they encourage imprudent or excessive risk-taking that may expose CIT to material business risks. In addition to reviewing the annual short-term incentive structure funding and process, including CIT's equity-based award design, they reviewed our long-term incentive structure and business segment sales incentive plans. Based on a discussion of the review, the Compensation and Risk Management Committees concluded that CIT's compensation plans for employees do not encourage risk-taking that is reasonably likely to have a material adverse effect on CIT.

Peer Companies and Benchmarking

As described above under "2016 Transition Actions - New Peer Group", with the assistance of Pay Governance, in 2016 the Compensation Committee revised its list of compensation peer group companies and identified a group of 16 companies to use for benchmarking purposes. In particular, the new peer group was used in our decision-making for 2016 actual and 2017 target total compensation levels for our CEO and CFO (roles for which public information is readily available).

Due to the varied nature of CIT's businesses, three of the new peer companies are classified differently from CIT under the Global Industry Classification Standard, which is broadly used in the financial community to group similar companies. To assess the competitiveness of our executive compensation program, we analyze compensation data for peer companies as it is presented in annual proxy materials, as well as multiple third-party competitive market surveys provided by compensation consulting firms such as McLagan, Mercer and other firms as necessary.

While the Compensation Committee considers external market data, it does not target a specific market position when determining executive compensation levels. In addition to referencing market data, as described above, the Compensation Committee considered current year performance and overall incentive pool funding, prior year compensation history and compensation levels of other Company executives to provide context for 2016 and 2017 compensation recommendations.

Use of Discretion

Our compensation philosophy incorporates a strong link between incentive pay and a combination of short-term and long-term Company, business and individual performance. Discretion plays a major role in many aspects of our incentive compensation arrangements, including pool funding and pool allocations. However, the use of discretion is not arbitrary, and generally should be supported by a clear link to performance and risk management. We maintain a Use of Discretion policy that covers the requirements governing the consistent use of discretion for incentive compensation, and related procedures applicable to all employees.

Identification of Covered Employees

We are subject to regulatory guidance and rules that focus on both the design and transparency of incentive compensation arrangements. It is important that incentive compensation be risk-sensitive and not encourage imprudent or excessive risk-taking. The primary objectives of CIT's Covered Employee Identification Framework (the Framework) are to provide a systematic methodology to identify: (1) risks inherent in job families and sub-families; (2) individual or groups of employees who have the potential to expose the firm to a material amount of risk (collectively, covered employees); and (3) duration of risks. The Framework is based on an assessment of six categories of inherent risk (*i.e.*, market risk; liquidity risk; credit risk; operational risk; legal/compliance risk; and reputational risk), which align to the regulatory guidance on sound incentive compensation policies and appropriately categorize risks for the Company.

Timing of Annual Equity Incentive Grants

Since 2006, CIT has maintained a written Equity Compensation Award Policy that governs the timing for granting all equity-based awards, which may be approved at any regularly scheduled meeting of the Compensation Committee or the Board. Grants approved at any meeting of the Compensation Committee or the Board that coincides with a quarterly earnings release will be granted effective as of the close of trading on the NYSE on the second trading day after CIT publicly announces such earnings.

Equity-based awards may also be granted in connection with hiring an employee. Such grants are generally made on the first day of employment, provided such date does not occur during a securities trading black-out period; in such case, the grant will be made on the day on which the applicable black-out period expires.

Tax Deductibility of Compensation Expense

Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended (the U.S. Tax Code), limits the tax deduction for compensation in excess of \$1 million paid to the Company's CEO and to each of the other three highest paid executive officers, other than the Company's CFO.

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The \$1 million deduction limit generally does not apply, however, to compensation that is performance-based and provided under a shareholder-approved plan. The Compensation Committee considers the tax deductibility

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of compensation in our plan design, as appropriate. In 2015, our shareholders approved the CIT Group Inc. 2015 Executive Incentive Plan, which is intended to permit the Company to grant of cash- and equity-based awards intended to meet the deductibility requirements of Section 162(m). We expect annual incentive awards granted under the Executive Incentive Plan to qualify as performance-based compensation under Section 162(m), but the Compensation Committee may determine to pay incentive compensation that is not deductible. In 2016, our shareholders approved the CIT Group Inc. 2016 Omnibus Incentive Plan, which replaced the Amended and Restated CIT Group Inc. Long-Term Incentive Plan for grants beginning on the effective date of the new plan, under which performance-based equity-based and cash-based awards may be granted. The Company retains the discretion to award or pay non-deductible compensation if it deems it in the best interests of the Company.

In early 2016, the Committee established 2% of 2016 Company pre-tax income from continuing operations (as adjusted for certain noteworthy items and to include CIT Aerospace), which was intended to be Section 162(m) compliant and used to fund the maximum STI pool and payouts for all executive officers under the 2015 Executive Incentive Plan. At that time, the Committee also allocated a percentage of the STI pool to each of our NEOs (other than Mr. Erickson and Ms. Menelly, who joined the Company after March 31, 2016, and Mr. Thain who retired on March 31, 2016) representing the maximum STI payable to each of them under the plan, and each NEO had a pre-established STI target for 2016. In February 2017, the Compensation Committee (the Board, in the case of Ms. Alemany) assessed each NEO's performance against annual quantitative and qualitative scorecard measures pre-established at the beginning of 2016 consistent with our scorecard approach (as described above) to determine the actual amount of 2016 short-term incentive awards paid, which could not exceed the maximum amount payable to each NEO under the plan.

NON-GAAP FINANCIAL MEASURES AND OTHER DEFINITIONS

Certain of the performance measurements referred to in the CD&A are non-GAAP financial measures under SEC rules and regulations. The disclosure below reflects how those non-GAAP financial measures were calculated. The results in the tables in this section may not total due to rounding.

Adjusted Pre-Tax Income is calculated as Pre-Tax Income including discontinued operations. The following table presents the reconciliation of reported Pre-Tax Income to Adjusted Pre-Tax Income for CIT.

\$ millions	Year Ended 2016	Nine Months Ended September 30 2015 (CIT standalone)	Year Ended 2014
Pre-Tax Income Continuing Operations (post-revision)	\$ 20.9	\$ 136.8	\$ 244.5
Discontinued operations/OneWest transaction ⁽¹⁾	353.3	232.8	474.8
Goodwill Impairment ⁽²⁾	333.7		
Canadian total return swap facility (TRS) Impact	241.9		
Other Adjustments ⁽³⁾	(151.9)	56.2	
Adjusted Pre-Tax Income (post- revision ⁽⁴⁾)	\$ 797.8	\$ 425.8	\$ 719.3
Adjustment for revision	\$ (23.3)	\$ 18.7	\$ 17.4
Adjusted Pre-Tax Income (pre-revision ⁽⁵⁾)	\$ 774.5	\$ 444.5	\$ 736.7

(1)For 2016, represents CIT Aerospace discontinued operations reported pre-tax income of \$459.3 million, offset by \$106.1 million benefit from suspended depreciation on operating lease equipment; for 2015, includes \$282.0 million for CIT Aerospace discontinued operations, and (\$49.2) million estimated impact of OneWest transaction; for 2014, includes pre-tax income of \$418.9 million and \$55.9 million for CIT Aerospace and Student Loan Xpress discontinued operations, respectively.

The amounts shown above for Goodwill Impairment and Canadian TRS Impact reflect results used by the Compensation Committee to determine annual performance and resulting STI awards at the time of its annual scorecard review for all executives, and differ from those disclosed either in the Form 8-K filed with the SEC on (2)January 31, 2017 (\$243 million for Canadian TRS), or Form 10-K filed with the SEC on March 16, 2017 (\$354.2 million for Goodwill Impairment in the Form 10-K, and \$243 million for Canadian TRS). The Committee determined to base its decision on these figures, rather than post-revision financials which would have resulted in higher STI payouts.

(3)For 2016, represents adjustments for benefits from restructuring charges and debt extinguishment charges better

than plan, as well as gain on sale of Canada businesses; for 2015, represents one-time losses for OneWest transaction costs, international portfolio impairment, impairment on certain assets held for sale and currency translation adjustment on UK and Mexico portfolio sales.

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The post-revision amounts shown above for each year were used to determine PSU payouts during 2017, as (4) described above under the headings, Earned 2014 PSU Awards, and Earned 2015 PSUs-ROTCE (2nd Tranche) in this Proxy Statement. PSU payouts would have been higher had pre-revision results been used.

The pre-revision amount shown above for 2016 was used by the Compensation Committee to determine annual (5) performance and resulting STI awards during its annual scorecard review for all executives. STI awards would have been higher had post-revision results been used.

Adjusted Pre-Tax Return on Assets is defined as Adjusted Pre-Tax Income as a percentage of AEA.

\$ millions (unless otherwise indicated)	Year Ended 2016	Nine Months Ended September 30 (CIT standalone) 2015 (% annualized)	Year Ended 2014
Adjusted Pre-Tax Income (post-revision)	\$ 797.8	\$ 425.8	\$ 719.3
AEA (including discontinued operations) ⁽¹⁾	58,915	40,899	40,693
Adjusted Pre-Tax Return on Assets (post-revision ⁽²⁾)	1.35%	1.39%	1.77%

(1) Includes AEA related to CIT Aerospace discontinued operations in all three years shown, and Student Loan Xpress in 2014; for 2015, excludes impact of OneWest transaction.

The post-revision amounts shown above for each year were used to determine PSU payouts during 2017, as (2) described above under the heading, Earned 2014 PSU Awards in this Proxy Statement. PSU payouts would have been higher had pre-revision results been used.

Adjusted Pre-Tax ROTCE is computed by dividing Adjusted Pre-Tax Income for the period by average tangible common equity for the same period.

\$ millions (unless otherwise indicated)	Year Ended December 31, 2016 (% annualized)	Nine Months Ended September 30 (CIT standalone) 2015 (% annualized)
Adjusted Pre-Tax Income (post-revision)	\$ 797.8	\$ 425.8
Average Tangible Common Equity	\$ 9,936	\$ 8,230
Adjusted Pre-Tax ROTCE (post-revision ⁽¹⁾)	8.0%	6.9%

The post-revision amounts shown above for each year were used to determine PSU payouts during 2017, as (1) described above under the heading, Earned 2015 PSUs-ROTCE (2nd Tranche) in this Proxy Statement. PSU payouts would have been higher had pre-revision results been used.

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Adjusted Total Net Revenue is a non-GAAP measure that represents the combination of net finance revenue and other income and is an aggregation of all sources of revenue for the Company. The source of the data is various statement of income line items for continuing operations and CIT Aerospace discontinued operations, arranged in a different order, and with different subtotals than included in the statement of income, therefore considered non-GAAP.

\$ millions	Year Ended December 31, 2016		
	CIT Continuing Operations	CIT Aerospace Discontinued Operations	Total
Interest income	\$1,911.5	\$ 72.8	\$1,984.3
Rental income on operating leases	1,031.6	1,236.8	2,268.4
Finance revenue	\$2,943.1	\$ 1,309.6	\$4,252.7
Interest expense	(753.2)	(369.3)	(1,122.5)
Depreciation on operating lease equipment ⁽¹⁾	(261.1)	(451.7)	(712.8)
Maintenance and other operating lease expenses	(213.6)	(32.1)	(245.7)
Net finance revenue	\$1,715.2	\$ 456.5	\$2,171.7
Other income	150.6	22.5	173.1
Adjusted Total net revenue	\$1,865.8	\$ 479.0	\$2,344.8
Canadian TRS Impact	241.9	n/a	241.9
Adjusted total net revenue (post-revision)	\$2,107.7	\$ 479.0	\$2,586.7
Adjustment for revision	(5.1)	n/a	(5.1)
Adjusted total net revenue (pre-revision ⁽²⁾)	\$2,102.6	\$ 479.0	\$2,581.6

For purposes of calculating adjusted total net revenue, depreciation on operating lease equipment for CIT

(1) Aerospace discontinued operations was increased by \$106.1 million, the amount by which total net revenue benefited due to suspended depreciation related to operating lease equipment to be sold to Avolon.

The pre-revision amount shown above for 2016 was used by the Compensation Committee to determine annual (2) performance and resulting STI awards during its annual scorecard review for all executives. STI awards would have been higher had post-revision results been used.

AEA is computed using month end balances and is the average of earning assets (defined below). We use this average for certain key profitability ratios, including return on AEA, Net Finance Revenue as a percentage of AEA and operating expenses as a percentage of AEA for the respective period.

Classified Assets means the Credit Exposure for all assets with a regulatory rating of substandard or worse, as determined by the Company under the Regulatory Credit Classifications process.

Credit Exposure means the sum of the book balance of loans and capital leases, any off balance sheet exposure, unused commitments to extend credit, scheduled lease term depreciation for operating leases, the carrying value of any equity investments and the carrying value of repossessed assets or off lease equipment.

Credit Provision (provision for credit losses as % of AEA) reflects loss adjustments related to loans recorded at amortized cost, off-balance sheet commitments, and indemnification agreements as a percentage of AEA. AEA is a non-GAAP measure.

\$ millions	Year Ended December 31, 2016 (% annualized)		Nine Months Ended September 30 (CIT standalone) 2015 (% annualized)	
Provision for Credit Losses (Reported)	\$ 194.7	0.33 %	\$ 102.9	0.34 %
Discontinued operations/OneWest transaction ⁽¹⁾	15.6	0.03 %	(20.7)	(0.07 %)

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Provision for Credit Losses (Adjusted)	\$ 210.3	0.36 %	\$ 82.2	0.27 %
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(1) For 2016, represents CIT Aerospace discontinued operations; for 2015, represents estimated impact of OneWest transaction.

Earning Assets is the sum of finance receivables (defined below), operating lease equipment, financing and leasing assets held for sale, interest-bearing cash, investment securities and securities purchased under agreements to resell less the credit balances of factoring clients as of a specific date.

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Finance Receivables include loans, capital lease receivables, factoring receivables and rent receivable on operating lease equipment, and does not include amounts contained within Assets Held for Sale (AHFS).

Fully Diluted EPS is computed by dividing net income by the weighted average number of common shares outstanding, increased by the weighted average potential impact of dilutive securities. The Company's potential dilutive instruments include unvested RSU and PBRSU grants, PSU grants and stock options. In periods when there is a net loss, these shares would not be included in the EPS computation as the result would have an anti-dilutive effect.

	Year Ended 2016	Nine Months Ended September 30 (CIT standalone) 2015 (% annualized)	Year Ended 2014
Fully Diluted EPS ("post-revision")	\$ (4.20)	\$ 1.20	\$ 5.91
Adjustments ⁽¹⁾	6.98	0.53	(2.37)
Adjusted Fully Diluted EPS (post-revision ⁽²⁾)	\$ 2.78	\$ 1.73	\$ 3.53

For 2016, includes adjustments for discrete tax items, benefit from restructuring charges and debt extinguishment charges better than plan, one-time gain from sale of Canada business, Goodwill and other impairments and (1) Canadian TRS impact; for 2015, includes one-time losses for OneWest transaction costs, international portfolio impairment, impairment on certain assets held for sale and currency translation adjustment on UK and Mexico portfolio sales; for 2014, includes adjustments for VA tax reversal and other discrete tax items.

The post-revision amounts shown above for each year were used to determine PSU payouts during 2017, as (2) described above under the heading, Earned 2014 PSU Awards in this Proxy Statement. PSU payouts would have been higher had pre-revision results been used.

Net Finance Revenue (NFR) is defined as Net Interest Revenue (defined below) plus net operating lease revenue (rental income on operating leases less depreciation on operating lease equipment and maintenance and other operating lease expenses). When divided by AEA, the product is defined as **Net Finance Margin (NFM)**.

Net Interest Revenue reflects interest and fees on finance receivables, interest on interest-bearing cash, and interest/dividends on investments less interest expense on deposits and borrowings.

Operating Expenses excludes restructuring costs and intangible asset amortization.

\$ millions	Year Ended December 31, 2016
Operating Expenses from Continuing Operations (Reported)	\$ 1,221.7
Operating Expenses from CIT Aerospace Discontinued Operations	101.9
Total Operating Expenses ("pre-revision")	\$ 1,323.5
Benefit from loss on debt extinguishment better than plan and revision	124.7
Adjusted Total Operating Expenses (pre-revision ⁽¹⁾)	\$ 1,448.2

The pre-revision amount shown above for 2016 was used by the Compensation Committee to determine annual (1) performance and resulting STI awards during its annual scorecard review for all executives. PSU payouts would have been higher had post-revision results been used.

Pre-Tax GAAP losses for the clawback provisions under our PSUs are determined after excluding the impact of (1) adjustments to or impairment of goodwill or other intangible assets; (2) changes in accounting principles during the performance period; (3) Fresh Start Accounting charges and prepayment charges related to the prepayment or early extinguishment of CIT's debt; (4) restructuring or business recharacterization activities, including, but not limited to, terminations of office leases, or reductions in force, that are reported by CIT; and (5) any other extraordinary or unusual items as determined by the Compensation Committee.

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Total Classified Exposure means consolidated credit exposure for all Classified Assets as a percentage of the Company's total Consolidated Credit Exposure excluding loss share assets, i.e., OneWest acquired mortgages and reverse mortgages.

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EXECUTIVE COMPENSATION TABLES

The following tables, accompanying footnotes and narrative provide information about compensation paid to our NEOs as described in the Compensation Discussion and Analysis.

2016 SUMMARY COMPENSATION TABLE

The table below sets forth compensation information for our NEOs relating to 2016, 2015, and 2014, as applicable, in accordance with SEC rules. Pursuant to these rules, NEOs may vary from year to year.

Name and Principal Position	Year	Salary (1) (\$)	Stock Awards (2) (\$)	Non-Equity Incentive Plan Compensation (3) (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (4) (5) (\$)	All Other Compensation (6) (\$)	Total (\$)
Ellen R. Alemany (7) Chairwoman of the Board and Chief Executive Officer	2016	\$883,333	\$4,500,000	\$1,600,000	\$—	\$55,095	\$7,038,428
	2015	\$161,795	\$2,805,000	\$300,000	\$—	\$4,757	\$3,271,552
E. Carol Hayles Executive Vice President and Chief Financial Officer	2016	\$600,000	\$1,197,500	\$720,000	\$2,161	\$11,002	\$2,530,663
	2015	\$520,000	\$1,129,000	\$697,500	\$2,061	\$16,365	\$2,364,926
John Erickson (8) President, Consumer Banking and President, California	2016	\$411,158	\$1,100,000	\$750,000	\$—	\$10,802	\$2,271,960
	2015	\$600,000	\$2,350,000	\$1,090,000	\$391,712	\$11,002	\$4,442,714
C. Jeffrey Knittel President, CIT Transportation	2016	\$590,385	\$3,890,000	\$1,090,000	\$1,191,107	\$16,751	\$6,778,243
	2014	\$501,923	\$2,087,500	\$1,210,000	\$982,832	\$19,051	\$4,801,306
Denise Menelly Executive Vice President and Head of Technology & Operations	2016	\$253,846	\$2,055,163	\$600,000	\$—	\$5,860	\$2,914,869
	2015	\$250,000	\$—	\$—	\$8,964	\$21,223	\$280,187
John A. Thain (9) Former Chairman of the Board and Chief Executive Officer	2016	\$1,007,051	\$9,137,500	\$1,225,000	\$5,729	\$64,840	\$11,440,120
	2014	\$1,003,846	\$6,387,500	\$1,362,500	\$9,075	\$73,302	\$8,836,223

(1) Ms. Alemany received an increase resulting in an annual base salary rate of \$900,000 effective March 1, 2016. Ms. Hayles and Mr. Knittel each received 2016 annual base salaries at the rate of \$600,000, and Ms. Menelly received a 2016 annual base salary at the rate of \$500,000. Mr. Thain and Mr. Erickson received a 2016 annual base salary at the rate of \$1,000,000 and \$600,000, respectively. The amounts shown represent the salaries earned through December 31 of each year.

(2) Amounts in this column represent the aggregate grant date fair value of stock awards (PBRsUs, RSUs and PSUs at target, as applicable) granted during 2016, 2015 and 2014 and computed in accordance with ASC 718. The amount shown for Ms. Menelly for 2016 includes a one-time grant of PBRsUs with a grant date value of \$1,200,000 to compensate her for equity awards she forfeited from her prior employer. The amount shown for Ms. Hayles includes PBRsUs with a grant date value of \$97,500, granted during 2016 as part of her

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2015 STI in order to achieve at least 50% deferral of her total incentive awarded for 2015. Due to his retirement, Mr. Thain did not receive a 2016 equity-based award. The amounts shown do not represent the actual value realized by each named executive officer in each year. The number of PBRsUs and target number of PSUs awarded to each NEO was determined by dividing the dollar amount of each award by the closing price of CIT common stock on the respective date of grant, other than the one-time grant of PBRsUs for Ms. Menelly, which was determined using the 10 consecutive trading day average price of CIT common stock through the last day of her employment with her prior employer. If performance against pre-established after-tax ROATCE targets result in the maximum number of PSUs vesting, as more fully described in the Compensation Discussion and Analysis, for 2016 awards, the NEOs would be entitled to a maximum award at 150% of target, with grant date fair values as follows: Ms. Alemany \$3,375,000; Ms. Hayles \$825,000; Mr. Erickson \$825,000; Mr. Knittel \$1,762,500; and Ms. Menelly \$600,000. The amount shown for Ms. Alemany for 2015 reflects a one-time grant of RSUs with a grant date value of \$2,700,000 to compensate her for equity awards she forfeited from her prior employer and RSUs with a grant date value of \$105,000 in connection with her service as a director of CIT prior to becoming an executive officer.

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- (3) 2016 amounts shown represent the 2016 short-term incentive payable in cash, described in the Compensation Discussion and Analysis.
- (4) 2016 amounts shown represent the difference between the cumulative actuarial present value of accumulated pension benefits on December 31, 2016 and December 31, 2015 under three defined benefit retirement arrangements maintained by CIT: the New Executive Retirement Plan of CIT Group Inc. (the **Executive Retirement Plan**), which has been closed to new participants since 2006), in which Mr. Knittel is the only named executive officer to participate; the CIT Group Inc. Supplemental Retirement Plan (the **Supplemental Retirement Plan**); and the CIT Group Inc. Retirement Plan (the **Retirement Plan**). The Executive Retirement Plan and the Supplemental Retirement Plan are nonqualified plans. The Retirement Plan is a tax-qualified defined benefit pension plan that covers eligible salaried employees in the United States. Effective December 31, 2012, participation in and employer contributions to the Retirement Plan and Supplemental Retirement Plan were frozen for all employees, including the NEOs. These retirement arrangements are discussed in further detail under the heading **Narrative Information Relating to Retirement Arrangements for Named Executive Officers** that follows the 2016 Pension Benefits Table in this Proxy Statement.
- (5) None of our NEOs received any above-market or preferential earnings in respect of any plan or benefit provided by the Company.
- (6) The following supplemental table sets forth for 2016 the components of compensation reported as All Other Compensation above, based on the incremental cost to CIT of providing the benefit:

Name	Car and Driver	401(k) Match / Supplemental Employer Contribution	Life Insurance	Total
Ellen R. Alemany	\$49,360	\$ 5,333	\$ 402	\$55,095
E. Carol Hayles	\$	\$ 10,600	\$ 402	\$11,002
John Erickson	\$	\$ 10,500	\$ 302	\$10,802
C. Jeffrey Knittel	\$	\$ 10,600	\$ 402	\$11,002
Denise Menelly	\$	\$ 5,625	\$ 235	\$5,860
John A. Thain	\$10,522	\$ 10,600	\$ 101	\$21,223

Car and Driver

The amounts shown above for Car and Driver represent the proportional cost to CIT associated with the personal usage of a company-provided car and driver. For income tax purposes, income is imputed without any tax gross-up reimbursement.

401(k) Match / Supplemental Employer Contribution

Employer contributions under the CIT Group, Inc. Savings Incentive Plan, our 401(k) plan (the **Savings Incentive Plan**), consist of a 100% match of a participant's own pre-tax and Roth contributions to the plan up to the first 4% of eligible pay (reduced from 6% in 2015), up to the annual limits established by the Internal Revenue Service, as well as a supplemental employer contribution feature. The amounts shown represent matching contributions only, as no supplemental contribution was made for 2016.

Life Insurance

Amounts shown above represent company-paid life insurance premiums on behalf of each named executive officer. The named executive officers are covered by life insurance policies under the same terms as other full-time and part-time U.S. employees working at least 20 hours per week. The life insurance benefit for covered employees is equal to one times annual benefits pay up to a maximum benefit of \$500,000. Benefits pay is generally equal to a covered employee's base salary plus an average of other pay during the preceding 36 months.

- (7) Ms. Alemany's compensation for 2016 was based solely on her role as CEO of CIT; Ms. Alemany did not receive additional compensation for serving as a director of CIT during 2016. Ms. Alemany's compensation for 2015 reflects her roles as a director of CIT, Vice Chairwoman of CIT and CEO and President of CIT Bank, pursuant to SEC disclosure rules.

- (8) Mr. Erickson was an executive officer through December 31, 2016.
- (9) Mr. Thain retired from CIT effective March 31, 2016.

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2016 GRANTS OF PLAN BASED AWARDS

The table below sets forth equity and non-equity compensation awards granted to our named executive officers during the year ended December 31, 2016. In accordance with SEC rules, the table does not include awards granted during 2017.

Name	Grant Date	Award Approval Date (1)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (2)			Estimated Future Payouts Under Equity Incentive Plan Awards (3)			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock and Option Awards (7) (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Ellen R. Alemany	3/15/16	3/15/16							16,913 (4)	\$2,250,000
	3/15/16	3/15/16				34,594	69,188	103,782		\$2,250,000
	3/15/16	3/15/16	\$	\$1,350,000	\$2,041,100					
E. Carol Hayles	3/15/16	2/17/16							16,913 (4)	\$550,000
	3/15/16	2/17/16				8,457	16,913	25,370		\$550,000
	2/18/16	2/17/16							3,389 (5)	\$97,500
	2/17/16	2/17/16	\$	\$800,000	\$1,373,100					
John Erickson	4/29/16	4/8/16							15,910 (4)	\$550,000
	4/29/16	4/8/16				7,955	15,910	23,865		\$550,000
	4/25/16	4/8/16	\$	\$900,000	\$1,350,000					
C. Jeffrey Knittel	3/15/16	2/17/16							36,132 (4)	\$1,175,000
	3/15/16	2/17/16				18,066	36,132	54,198		\$1,175,000
	2/17/16	2/17/16	\$	\$1,050,000	\$1,595,700					
Denise Menelly	7/29/16	3/14/16							11,574 (4)	\$400,000
	7/29/16	3/14/16							36,318 (6)	\$1,255,163
	7/29/16	3/14/16				5,787	11,574	17,361		\$400,000
	6/29/16	3/14/16	\$	\$600,000	\$900,000					
John A. Thain										\$

- (1) Plan-based compensation awards are granted to employees by action of the Compensation Committee and/or the full Board of Directors. Approvals for 2016 target short-term incentive, 2016 Long-Term PBRISU and 2016 PSU awards and the associated grant dates are shown in the table above.
- (2) Represents the maximum amount allocated to each NEO under the 2015 Executive Incentive Plan based on the 2016 STI pool, and target 2016 STI according to each NEO's 2016 STI scorecard. As discussed in the Compensation Discussion and Analysis, short-term incentives are payable in cash, and may increase or decrease from the target value with actual payouts ranging from 0% to 150%. Actual amounts paid in cash for 2016 performance are included in the Non-Equity Incentive Plan Compensation column of the 2016 Summary Compensation Table.
- (3) Represents PSUs-ROATCE granted in 2016 for the 2016-2018 performance period. PSU payouts may increase or decrease from the target grant, with actual payouts ranging from 0% to 150% of the target grant based on performance against pre-established after-tax ROATCE subject to 3-year cliff vesting. The threshold amount shown assumes the lowest thresholds attainable are met, resulting in a payout of 50% of the target number of PSUs-ROATCE granted. If performance thresholds are not met, then the payout would be 0% of the PSUs granted.
- (4)

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Represents the portion of 2016 long-term incentives in the form of PBRsUs, granted during 2016. These PBRsUs are scheduled to vest one-third per year over three years subject to an additional performance vesting hurdle (if the Company does not meet the minimum Common Equity Tier 1 required for well-capitalized banks) does not meet or exceed the applicable minimum for well-capitalized banks as established by the Federal Reserve for the prior year, the Compensation Committee will determine whether a portion, if any, of the PBRsUs will vest).

- (5) Represents the portion of 2015 short-term incentive in the form of PBRsUs, granted during 2016. These PBRsUs are scheduled to vest one-third per year over three years subject to an additional performance hurdle (if Adjusted Pre-Tax Income for the prior year is negative, the Compensation Committee will determine whether a portion, if any, of the PBRsUs will vest).
- (6) Represents a one-time grant of PBRsUs to compensate Ms. Menelly for equity awards she forfeited from her prior employer, as noted in the CD&A. The one-time PBRsUs will vest in three equal installments on each of the first three anniversaries of the grant date.
- (7) Stock awards are valued in accordance with ASC 718, based on the closing price of CIT common stock on each respective date of grant, and awards subject to performance conditions are determined based on the probable outcome of such conditions.

NARRATIVE DISCLOSURE TO 2016 SUMMARY COMPENSATION TABLE AND 2016 GRANTS OF PLAN-BASED EQUITY AWARDS TABLE

Total Compensation

Total Compensation values shown in the 2016 Summary Compensation Table are presented in accordance with SEC rules. The Total Direct Compensation amounts approved by the Compensation Committee, and/or Board of Directors, and awarded to our continuing NEOs for 2016 performance, regardless of when paid or granted, are presented in and further described in the Compensation Discussion and Analysis.

Performance-Based Restricted Stock Units

Each of the NEOs, other than Mr. Thain, received a grant of PBRsUs (with a performance-vesting hurdle based on Minimum Common Equity Tier 1 for well-capitalized banks) during 2016 as part of his or her 2016 LTI. Ms. Hayles also received PBRsUs granted during 2016, as part of her 2015 STI, in order to achieve at least 50% deferral of her total incentive for 2015. Unvested awards are forfeited on termination of employment, except in certain circumstances, such as death, disability, or following a qualifying termination within two years of a Change of Control, in which case awards will immediately vest in full. For employees who resign and meet retirement criteria, or who are terminated involuntarily without cause, awards continue to vest over time on their original schedules.

Each PBRsU includes a dividend equivalent right, pursuant to which the holder of the award is entitled to receive a cumulative amount upon vesting/settlement equal to any dividends declared on CIT common stock during the vesting period. PBRsU awards are also subject to forfeiture during the vesting period and to recoupment for a period of 12 months following vesting. Such forfeiture and clawback provisions are further described in the Compensation Discussion and Analysis.

Performance Share Units

Each of the NEOs, other than Mr. Thain, also received a target grant of PSUs-ROATCE during 2016 for the 2016-2018 performance period. PSUs-ROATCE are earned based on adjusted 3-year average after-tax ROATCE between 0%-150% of target following the 2016-2018 performance period, subject to a credit provision modifier for risk balancing. Unvested awards are forfeited on termination of employment, except in certain circumstances, such as death, disability, or following a qualifying termination within two years of a Change of Control, in which case the target number of awards will immediately vest in full. For employees who meet retirement criteria upon their resignation or involuntary termination without cause, the awards continue to vest over time on their original schedules. For employees who are terminated involuntarily without cause and do not meet retirement criteria, a prorated portion of the awards continue to vest over time on their original schedules.

PSUs-ROATCE for 2016-2018 are subject to forfeiture during the performance period, and the PSUs-ROA/EPS are also subject to clawback for a period of two years following the end of the performance period. Such forfeiture and clawback provisions are further described in the Compensation Discussion and Analysis.

2016 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table summarizes information on equity-based awards that were unvested and outstanding for each NEO at December 31, 2016.

Stock Awards				
Name	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (1) (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (2) (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (1) (\$)
Ellen R. Alemany	114,987 (3)	\$ 4,907,645	69,188 (4)	\$ 2,952,944
E. Carol Hayles	32,874 (5)	\$ 1,403,062	30,951 (6)	\$ 1,320,989
John Erickson		\$		\$
C. Jeffrey Knittel	68,851 (7)	\$ 2,938,561	94,516 (8)	\$ 4,033,943
Denise Menelly	47,892 (9)	\$ 2,044,031	11,574 (10)	\$ 493,978
John A. Thain	89,651 (11)	\$ 3,826,305	126,757 (12)	\$ 5,409,989

- (1) Shares are valued based on a \$42.68 share price, the closing price of CIT common stock on December 30, 2016, and assumes achievement of performance conditions at 100% of target.
- (2) The amounts shown represent PSU awards, assuming a payout at 100% of target. Actual payouts will be determined at such time that the Compensation Committee certifies, following the end of each respective performance period, that the relevant performance measures were achieved. PSU awards are generally expected to be certified by the Committee no later than March 15 of the year immediately following the end of the respective performance period.
- (3) The amount shown includes: 69,188 PBRsUs granted on March 15, 2016 that are scheduled to vest in three equal installments on March 1 in 2017, 2018 and 2019; 42,513 PBRsUs granted on November 4, 2015, that are scheduled to vest in two equal installments on March 8 in 2017 and 2018; 1,513 PBRsUs granted on May 12, 2015, representing two unvested installments that are scheduled to vest in equal installments in 2017 and 2018; and 940 PBRsUs granted on January 29, 2014 and 833 PBRsUs granted on May 13, 2014, each representing the final installment that is scheduled to vest in 2017. Unless otherwise specified, installments are scheduled to vest on the anniversary of the grant date in each respective year.
- (4) The amount shown represents PSUs granted on March 15, 2016 and linked with the 2016 – 2018 performance period.
- (5) The amount shown includes 16,913 PBRsUs granted on March 15, 2016 that are scheduled to vest in three equal installments on March 1 in 2017, 2018 and 2019; 3,389 PBRsUs granted on February 18, 2016 that are scheduled to vest in three equal installments in 2017, 2018 and 2019; 8,033 PBRsUs representing two unvested installments granted on January 28, 2015 that are scheduled to vest in equal installments in 2017 and 2018; and 4,539 PBRsUs representing the final installment of PBRsUs granted on February 20, 2014 that is scheduled to vest in 2017. Installments are scheduled to vest on February 1 in each respective year.
- (6) The amount shown includes 16,913 PSUs granted during 2016 and linked with the 2016 – 2018 performance period, 10,898 PSUs granted during 2015 and linked with the 2015 – 2017 performance period, and 3,140 PSUs granted during 2014 and linked with the 2014 – 2016 performance period.
- (7) The amount shown includes 36,132 PBRsUs granted on March 15, 2016 that are scheduled to vest in three equal installments on March 1 in 2017, 2018 and 2019; 23,386 PBRsUs representing two unvested installments granted on January 28, 2015 that are scheduled to vest in equal installments in 2017 and 2018; and 9,333 PBRsUs representing the final installment of PBRsUs granted on February 20, 2014 that is scheduled to vest in 2017. Unless otherwise specified, installments are scheduled to vest on February 1 in each respective year.
- (8)

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The amount shown includes 36,132 PSUs granted during 2016 and linked with the 2016 – 2018 performance period, 42,684 PSUs granted during 2015 and linked with the 2015 – 2017 performance period, and 15,700 PSUs granted during 2014 and linked with the 2014 – 2016 performance period.

- (9) The amount shown includes 36,318 PBRsUs granted on July 29, 2016 that are scheduled to vest in three equal installments in 2017, 2018 and 2019; and 11,574 PBRsUs granted on July 29, 2016 that are scheduled to vest in three equal installments on July 29, 2017, and March 1 in 2018 and 2019.
- (10) The amount shown includes 11,574 PSUs granted during 2016 and linked with the 2016 – 2018 performance period.

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- (11) The amount shown includes 59,036 PBRsUs representing two unvested installments granted on January 28, 2015 that are scheduled to vest in equal installments in 2017 and 2018; and 30,615 PBRsUs representing the final installment granted on February 20, 2014 that is scheduled to vest in 2017. Installments are scheduled to vest on February 1 in each respective year.
- (12) The amount shown includes 95,357 PSUs granted during 2015 and linked with the 2015 - 2017 performance period, and 31,400 PSUs granted during 2014 and linked with the 2014 - 2016 performance period.

2016 OPTION EXERCISES AND STOCK VESTED (1)

The following table provides information about stock options that were exercised and restricted stock units and/or awards that vested during 2016.

Name	Number of Shares Acquired on Vesting (1) (#)	Value Realized On Vesting (\$ (2)
Ellen R. Alemany	24,435 (3)	\$785,489 (4)
E. Carol Hayles	15,314 (5)	\$462,892 (6)
John Erickson	—	\$
C. Jeffrey Knittel	50,205 (7)	\$1,550,231 (6)
Denise Menelly	—	\$
John A. Thain	155,340(8)	\$4,803,931 (6)

- (1) None of the NEOs have outstanding stock options, and no stock options were exercised by any of the named executive officers during 2016.
- (2) The value shown was determined by multiplying the aggregate number of PBRsUs on each specific vesting date by the closing price of CIT common stock on that date, or the last trading date immediately preceding the vesting date in the event the vesting date occurred on a non-trading date.
- (3) Represents 940 RSUs that vested on January 29, 2016, 21,257 PBRsUs that vested on March 8, 2016, 1,405 RSUs that vested on May 12, 2016 and 833 RSUs that vested on May 13, 2016.
- (4) Reflects the closing price of CIT common stock of \$29.35, \$32.31, \$31.26 and \$32.07 on January 29, 2016, March 8, 2016, May 12, 2016, 2016 and May 13, 2016, respectively.
- (5) Represents 13,200 PBRsUs that vested on February 1, 2016, and 2,114 PSUs that vested on March 15, 2016.
- (6) Reflects the closing price of CIT common stock of \$29.86 and \$32.52 on February 1, 2016 and March 15, 2016, respectively.
- (7) Represents 30,996 PBRsUs that vested on February 1, 2016, and 19,209 PSUs that vested on March 15, 2016.
- (8) Represents 93,127 PBRsUs that vested on February 1, 2016, and 62,213 PSUs that vested on March 15, 2016.

2016 PENSION BENEFITS

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (1) (\$)	Payments During Last Fiscal Year (\$)
Ellen R. Alemany	CIT Group Inc. Retirement Plan (2)	n/a	\$ n/a	\$ n/a
	Supplemental Retirement Plan (3)	n/a	\$ n/a	\$ n/a
	Executive Retirement Plan (4)	n/a	\$ n/a	\$ n/a
E. Carol Hayles	CIT Group Inc. Retirement Plan (2)	1.50	\$ 23,404	\$ —
	Supplemental Retirement Plan (3)	1.50	\$ 35,137	\$ —
	Executive Retirement Plan (4)	n/a	\$ n/a	\$ n/a
John Erickson	CIT Group Inc. Retirement Plan (2)	n/a	\$ n/a	\$ n/a
	Supplemental Retirement Plan (3)	n/a	\$ n/a	\$ n/a
	Executive Retirement Plan (4)	n/a	\$ n/a	\$ n/a
C. Jeffrey Knittel	CIT Group Inc. Retirement Plan (2)	29.17	\$ 404,647	\$ —
	Supplemental Retirement Plan (3)	29.17	\$ 698,484	\$ —
	Executive Retirement Plan (4)	33.17	\$ 6,477,370	\$ —
Denise Menelly	CIT Group Inc. Retirement Plan (2)	n/a	\$ n/a	\$ n/a
	Supplemental Retirement Plan (3)	n/a	\$ n/a	\$ n/a
	Executive Retirement Plan (4)	n/a	\$ n/a	\$ n/a
John A. Thain	CIT Group Inc. Retirement Plan (2)	1.92	\$ 26,884	\$ —
	Supplemental Retirement Plan (3)	1.92	\$ —	\$ 155,894
	Executive Retirement Plan (4)	n/a	\$ n/a	\$ n/a
			\$ 26,884	\$ 155,894

- (1) The actuarial present value of accumulated benefits was computed on the basis of the same actuarial assumptions, with the exception of turnover, retirement, and pre-retirement mortality, as used to compute the accumulated benefit obligation as of December 31, 2016 and as stated in our Annual Report on Form 10-K filed with the SEC on March 16, 2017, in Note 20 Retirement, Postretirement and Other Benefit Plans to the consolidated financial statements. With regard to turnover, retirement, and pre-retirement mortality, the present values of the accumulated benefits payable under the Retirement Plan and the Supplemental Retirement Plan have been computed based on the assumption that the executive would remain employed by CIT until age 65 (the normal retirement age as defined in both plans) and then retire and collect the accumulated benefit. The present values of the accumulated benefits payable under the Executive Retirement Plan (which has been closed to new participants since 2006) assumes Mr. Knittel would remain employed by CIT through age 60 (the youngest age at which benefits can be received without any reduction) or the youngest age of benefit eligibility, and then retire and collect the accumulated benefit. Eligibility to receive early retirement benefits is more fully described under the heading, Narrative Information Relating to Retirement Arrangements for Named Executive Officers in this Proxy Statement.
- (2) The Retirement Plan is a tax-qualified plan and is further described under the heading Narrative Information Related to Retirement Arrangements for Named Executive Officers in this Proxy Statement.
- (3) The Supplemental Retirement Plan is a nonqualified plan and is further described under Narrative Information Related to Retirement Arrangements for Named Executive Officers in this Proxy Statement.
- (4) The Executive Retirement Plan is a nonqualified plan and is further described under Narrative Information Relating to Retirement Arrangements for Named Executive Officers in this Proxy Statement. Other than Mr. Knittel, none of the NEOs are participants in the

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Executive Retirement Plan. Age and service credit continue to accrue for participants under the Executive Retirement Plan, unlike the Retirement Plan and Supplemental Retirement Plan under which the number of years of credited service was frozen effective December 31, 2012, which is more fully described under the heading, Narrative Information Relating to Retirement Arrangements for Named Executive Officers in this Proxy Statement.

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NARRATIVE INFORMATION RELATING TO RETIREMENT ARRANGEMENTS FOR NAMED EXECUTIVE OFFICERS

In addition to the Savings Incentive Plan, we maintained two retirement arrangements during 2016 under which our NEOs, other than Ms. Alemany, Mr. Erickson and Ms. Menelly, are eligible to receive benefits: the Retirement Plan and the Supplemental Retirement Plan. Effective December 31, 2012, participation in and employer contributions to the Retirement Plan and Supplemental Retirement Plan were frozen for all employees, including the NEOs. We also maintain a third retirement arrangement, the Executive Retirement Plan, which has been closed to new participants since 2006. Mr. Knittel is the only NEO eligible to participate in the Executive Retirement Plan. The Retirement Plan is a tax-qualified defined benefit pension plan that covers eligible employees in the United States. The Executive Retirement Plan and the Supplemental Retirement Plan are nonqualified defined benefit pension plans.

Each of the NEOs vested in his or her retirement benefits, that were accumulated through December 31, 2012, under the Retirement and Supplemental plans as follows: Ms. Alemany n/a; Ms. Hayles July 22, 2013; Mr. Erickson n/a; Mr. Knittel upon conversion of his accrued benefit effective January 1, 2001; Ms. Menelly n/a; and Mr. Thain February 8, 2013.

Under the Executive Retirement Plan, participating named executive officers will be eligible for early retirement benefits upon reaching 55 years of age with ten years of benefit service. Mr. Knittel became eligible on September 6, 2013.

Retirement Plan

Through December 31, 2012, when participation was frozen, the Retirement Plan covered all officers and employees in the United States who had one year of service and were 21 years of age or older. The Retirement Plan was revised in 2000 to convert to a cash balance formula, which became effective January 1, 2001. Under the cash balance formula, except for certain grandfathered participants, each participant's accrued benefit as of December 31, 2000 was converted to a lump sum amount and each year thereafter, through December 31, 2012, the participant's account balance was credited with a percentage of the participant's annual benefits pay depending on the participant's period of service as follows:

<u>Period of Service</u>	<u>% of Annual Benefits Pay</u>
1 - 9 years	5
10 - 19 years	6
20 - 29 years	7
30 years or more	8

For purposes of the Retirement Plan, annual benefits pay generally means annual base salary, certain annual incentive awards, sales incentives and commissions, subject to certain limits under the plan and imposed under the Tax Code. Account balances under the cash balance portion of the Retirement Plan also continue to receive annual interest credits which continue after December 31, 2012 when participation was frozen and until cumulative benefits are paid, subject to certain government limits. For 2016, the interest crediting rate was 2.5%. Upon termination after three years of employment or upon retirement, a participant's benefit under the Retirement Plan is generally payable, at the election of the participant, in an annuity or lump sum.

Mr. Knittel began earning benefits under the cash balance formula effective January 1, 2001 and Ms. Hayles in 2011.

Prior to the conversion to a cash balance formula, certain participants elected in 2000 not to participate in the Retirement Plan cash balance program. Such participants are eligible instead to receive grandfathered benefits under the Traditional Retirement Formula, determined as 1.25% of final average annual compensation, multiplied by final years of benefit service up to a maximum of 40 years. Final average annual compensation is determined to be the annual compensation (generally, base salary) for the 60 consecutive months (five years) during which annual compensation is highest within the last 120 months (ten years) of benefit service. Benefits may be reduced by 1/2% for each month (6% per year) in the event a grandfathered participant elects to retire and start receiving payments before age 60, but after attaining age 55. None of our executive officers are eligible to receive benefits under the Traditional Retirement Formula.

Effective December 31, 2012, participation in and contributions based on eligible annual benefits pay to the Retirement Plan were frozen.

Supplemental Retirement Plan

Through December 31, 2012, when participation was frozen, the Supplemental Retirement Plan covered employees of CIT whose benefits under the Retirement Plan were limited by operation of the Tax Code. Each of the NEOs (other than Ms. Alemany, Mr. Erickson and Ms. Menelly)

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participates in the Supplemental Retirement Plan. Any benefits under the Supplemental Retirement Plan are paid in a lump sum following a participant's termination of employment with CIT. However, in order to comply with Section 409A of the Tax Code (Section 409A), benefits accrued under the Supplemental Retirement Plan through December 31, 2008 for active participants in the Executive Retirement Plan were frozen and remain payable, according to the operation of the plan, as a lump-sum payment upon separation from service. Supplemental Retirement Plan benefits continue to accrue after December 31, 2008, according to the operation of the plan, but the portion earned after 2008 is payable in the form of an annuity.

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Effective December 31, 2012, participation in and contributions based on eligible annual benefits pay to the Supplemental Retirement Plan were frozen.

Executive Retirement Plan

The Executive Retirement Plan has been closed to new participants since 2006. Mr. Knittel participates in the Executive Retirement Plan; our other NEOs do not participate in the Executive Retirement Plan. The Executive Retirement Plan provides for an annual retirement benefit based upon a formula that takes into account the executive's final base compensation and years of benefit service with CIT. The annual retirement benefit under the Executive Retirement Plan formula is determined as final base compensation multiplied by the sum of 50% for the first 10 years of benefit service, plus 2% for each of the following years of benefit service up to maximum of 20 years. Final base compensation is defined as the highest base compensation for any consecutive twelve-month period in the five years prior to retirement. Benefit service generally means service taken into account for purposes of the Retirement Plan. The benefit under the Executive Retirement Plan formula is reduced by the actuarial equivalent value of the benefits payable under the Supplemental Retirement Plan, the Retirement Plan, the Supplemental Savings Plan, the Flexible Retirement Contribution Account under the Savings Incentive Plan, and certain predecessor plans of CIT.

Benefits under the Executive Retirement Plan are paid in the form of an annuity for life beginning at an executive's normal retirement date. Normal retirement date is defined as age 65 with at least ten years of benefit service. An executive who is age 55 and who has at least ten years of benefit service may also elect to retire early with a benefit determined under the Executive Retirement Plan formula that is reduced by 1/2% for each month that payments begin before reaching age 60. Executives may elect to have benefits under the Executive Retirement Plan paid in the form of a joint and survivor annuity over the combined lives of the executive and the executive's beneficiary, or as a life annuity.

No benefits are payable under the Executive Retirement Plan if an executive terminates employment prior to attaining ten years of benefit service, except in situations where the Board elects to terminate the plan or a Change of Control has occurred. Under certain circumstances, if an executive terminates employment with ten years of service and prior to attaining age 55, the benefit under the plan is paid in a lump sum.

The Executive Retirement Plan also provides a death benefit for participating executives in the event he/she dies while actively employed by CIT. The amount of this benefit is generally equal to three times base salary. CIT has purchased corporate-owned life insurance to fund this benefit and the retirement benefits payable under the Executive Retirement Plan. Mr. Knittel remains eligible to receive a death benefit under the Executive Retirement Plan.

Age and service credit continue to accrue for participants under the Executive Retirement Plan, unlike the Retirement Plan and Supplemental Retirement Plan under which the number of years of credited service was frozen effective December 31, 2012. Additionally, Mr. Knittel generally is entitled to receive an additional two years of age and service credit under the Executive Retirement Plan, in the event Mr. Knittel's employment is terminated by him for Good Reason or by CIT Without Cause (in each case, as defined in his employment agreement and as further described under the heading, Potential Payments Upon Termination or Change of Control in this Proxy Statement).

Other Plans

The Savings Incentive Plan covers all officers and employees in the United States who are 18 years of age or older. Under this tax-qualified defined contribution plan, CIT matches 100% of a participant's own pre-tax and Roth contributions to the plan up to the first 4% of eligible pay (reduced from 6% in 2015). Additionally, certain participants who were eligible and elected to remain covered under the Retirement Plan's Traditional Retirement Formula receive Flexible Retirement Contributions by CIT under the Savings Incentive Plan. Flexible Retirement Contributions of up to 3% of eligible pay are made as of December 31 each year, provided the participant is employed by CIT on December 31, left the company at or after age 55, or died or became disabled during the year. The excess of any Flexible Retirement Contributions limited by operation of the Tax Code are contributed under the SSP, further described under the heading, Narrative Information Relating to Nonqualified Deferred Compensation. In addition to the company match, an annual discretionary supplemental employer contribution was introduced to the Savings Incentive Plan effective January 1, 2013. Annual contributions, which will range from 0% to 3% of eligible pay (including base salary and most cash-based incentive awards), are fully funded by CIT. Eligible employees who were hired on or before September 30 of the plan year and are employed on the last day of the plan year (December 31) will be eligible to receive a discretionary supplemental employer contribution. No discretionary supplemental employer contribution was made for 2016. All contributions under the Savings Incentive Plan are subject to Internal Revenue Service wage limits.

Section 409A of the Tax Code requires the payment of the portion of benefits earned after December 31, 2004 for executive officers under the Executive Retirement Plan, the Supplemental Retirement Plan and the Supplemental Savings Plan (including potentially each of the named executive officers) to be delayed for six months if the officer's employment ends for any reason other than death or disability. Payments that are delayed because of this tax law earn interest at a short-term rate until paid to the officer.

2016 NONQUALIFIED DEFERRED COMPENSATION

Name	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Balance at Last FYE (\$)
Ellen R. Alemany	\$—	\$—	\$—
E. Carol Hayles	\$—	\$—	\$—
John Erickson	\$—	\$—	\$—
C. Jeffrey Knittel	\$—	\$162	(1) \$6,725 (1)
Denise Menelly	\$—	\$—	\$—
John A. Thain	\$—	\$—	\$—

- (1) The amounts shown represent earnings during 2016 and the balance at December 31, 2016 in the SSP. SSP balances reflect accrued benefits prior to the conversion of the Retirement Plan to a cash balance formula in 2001. Mr. Knittel is the only named executive who participates in the SSP.

NARRATIVE INFORMATION RELATING TO NONQUALIFIED DEFERRED COMPENSATION**Supplemental Savings Plan (SSP)**

Participants in the SSP receive an allocation of amounts that could not be contributed to the Flexible Retirement Contribution account under the Savings Incentive Plan because of limits imposed under the Tax Code. Such amounts are notionally invested in the same investments as the participant's Flexible Retirement Contributions under the Savings Incentive Plan. However, in order to comply with Section 409A, the notional investment return under the SSP changed for active participants in the Executive Retirement Plan only, from the rate of investment return under the Savings Incentive Plan to a fixed rate of return as of December 31, 2008. The interest rate used to determine such notional investment return under the SSP is equal to the interest on 20-year Treasury Constant Maturities. Payments are made in a lump sum following the participant's separation from service. Mr. Knittel is the only named executive who participates in the SSP.

NARRATIVE INFORMATION RELATING TO POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL**CIT Employee Severance Plan**

Other than for Mr. Knittel, none of the NEOs (nor other executive officers) is party to an employment agreement with CIT, and as such, their employment with the Company is at will. Each of Ms. Alemany and Mr. Knittel has an individual agreement, described below, that provides for cash severance payments upon termination of employment or in connection with a Change of Control. None of the remaining NEOs have such agreements. In 2013, we adopted the CIT Employee Severance Plan, which covers all of our U.S. employees. Under the CIT Employee Severance Plan, each of the NEOs, other than Ms. Alemany and Mr. Knittel, is eligible to receive a cash severance amount equal to 52 weeks of base salary, a severance bonus (prorated based on prior short-term incentives), a payment equal to 102% of the cost of premiums for coverage in accordance with the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended (COBRA), for 52 weeks, which COBRA amount will be increased to cover applicable taxes, and certain outplacement services. In the event of a qualifying Change of Control termination, each of the NEOs, including Ms. Alemany and Mr. Knittel, is eligible to receive a cash severance amount equal to two times the sum of base salary plus severance bonus, a prorated severance bonus, a payment equal to the employer portion of the cost of health insurance premiums for a maximum of 24 months, which amount will be increased to cover applicable taxes, and certain outplacement services. Effective January 1, 2017, the CIT Employee Severance Plan was amended and restated to cover the employer portion of the cost of health insurance premiums for 52 weeks, in lieu of 102% of COBRA premiums described above. The severance plan was further amended effective March 11, 2017 to change the definition of STI to exclude any prior year STI for any period shorter than a year, with any participant being treated as ineligible for STI for such period and replacing it with a target STI, as applicable. The severance amounts shown below in Potential Payments Upon Termination or Change of Control reflect these amendments.

Ms. Alemany*Compensation and Benefits*

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Ms. Alemany's offer letter provides for an initial cash salary at an annual rate of \$800,000, and a target short-term incentive opportunity of \$200,000 for the final two months of 2015. For performance year 2016, Ms. Alemany will have a total target compensation opportunity, consisting of annualized base salary, a target short-term incentive opportunity, and a target long-term

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incentive opportunity, equal to \$6,500,000. The total target compensation opportunity will be allocated among cash and equity awards in the manner determined by the Board, provided that her annualized base salary will not be less than \$800,000. For performance years 2017 and beyond, Ms. Alemany will have a total target compensation no less than ninety percent (90%) of the 2016 total target compensation opportunity. Ms. Alemany is also entitled to benefits consistent with senior executives of CIT and reimbursement of reasonable business expenses, as well as a company-provided car and driver beginning on April 1, 2016.

Termination and Change of Control Arrangements

In the event Ms. Alemany's employment is terminated by her for "Good Reason" or by CIT "Without Cause" (in each case, as defined in her offer letter), Ms. Alemany generally is entitled to receive benefits under the CIT Employee Severance Plan, described above, except that her severance bonus will be calculated as a pro rata portion of her short-term and long-term incentive targets, rather than only her short-term incentive targets. The foregoing notwithstanding, if the amount that would be payable to Ms. Alemany under the CIT Employee Severance Plan is greater than the severance amount described above, she will instead be paid the amount payable under the severance plan but in accordance with the terms and conditions of her offer letter.

Change of Control

Ms. Alemany is entitled to receive severance benefits equivalent to those provided under the CIT Employee Severance Plan following a change of control for similarly situated executives.

Restrictive Covenants

Ms. Alemany's employment agreement also contains certain non-competition, non-solicitation, confidentiality and non-disparagement obligations. While employed by CIT and for one year following termination of employment for any reason, Ms. Alemany may not, (i) without CIT's prior written consent, compete with CIT by engaging, in a competitive capacity, either directly or indirectly, in any competing business, (ii) directly or indirectly, disparage, publicly criticize or take any action that would damage the reputation of the Company or any of its officers, directors, employees, agents or representatives, (iii) directly or indirectly attempt to solicit any client or specifically identified prospective client to transact business with a competitor of CIT or reduce or refrain from doing any business with CIT, (iv) directly or indirectly attempt to solicit anyone who is then an employee of CIT (or who was such an employee within the prior six months) to resign from CIT or to apply for or accept employment with any competitor of CIT, or (v) during and after employment will take reasonable measures to protect CIT confidential information from unauthorized use or disclosure.

Mr. Thain

Mr. Thain is subject to certain non-solicitation and non-disparagement obligations that became effective when he joined CIT. While employed by CIT and then for one year after the date of termination of Mr. Thain's employment for any reason, Mr. Thain may not, without the written consent of the Board, (i) directly or indirectly attempt to solicit any client to transact business with a competitor of CIT or reduce or refrain from doing any business with CIT, (ii) directly or indirectly attempt to solicit anyone who is then an employee of CIT (or who was such an employee within the prior six months) to resign from CIT or to apply for or accept employment with any competitor of CIT or (iii) directly or indirectly disparage or publicly criticize CIT or any of its affiliates. Mr. Thain terminated his employment with CIT on March 31, 2016.

Ms. Hayles

Ms. Hayles is subject to certain non-solicitation and confidentiality obligations covering senior executives. While employed by CIT and for one year following termination of employment for any reason, Ms. Hayles may not, (i) directly or indirectly attempt to solicit any client to transact business with a competitor of CIT or reduce or refrain from doing any business with CIT, (ii) directly or indirectly attempt to solicit anyone who is then an employee of CIT (or who was such an employee within the prior six months) to resign from CIT or to apply for or accept employment with any competitor of CIT, or (iii) during and after employment will take reasonable measures to protect CIT confidential information from unauthorized use or disclosure.

Mr. Knittel

Compensation and Benefits

On July 5, 2016, CIT Aerospace LLC, a wholly owned subsidiary of the Company, entered into a new employment agreement with Mr. Knittel in connection with the contemplated sale or spinoff of the Company's Commercial Air Leasing business. Mr. Knittel's employment agreement provides for the payment of an annual base salary in the amount of \$600,000 (increasing to \$750,000 in the event of spinoff of the business) to be reviewed when the salaries of all CIT executive officers (or executive officers of the spunoff entity or acquiror) are reviewed. Once Mr.

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Knittel's salary is increased, it may not later be reduced. Mr. Knittel is also entitled to an annual STI opportunity based on the performance of CIT and his business unit, in accordance with CIT's incentive plans and programs (with a target STI of at least 100% of annual base salary), provided that his annual STI for 2016 will be a cash payment

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of no less than \$1,090,000 (prorated for the pre-closing period in the event the proposed transaction occurs prior to December 31, 2016). He will also be entitled to participate in long-term incentive plans on the same basis as similarly situated executives. Mr. Knittel's employment agreement also provides for his participation in all employee pension, welfare, perquisites, fringe benefit, and other benefit plans generally available to senior executives of the Company (and after the proposed transaction of the spunoff company or the acquiror). In addition, Mr. Knittel's employment agreement provides for two years of additional service credit to be added to his benefit under the Company's Executive Retirement Plan upon completion of the transaction or termination of Mr. Knittel's employment for Good Reason or by CIT without Cause (in each case, as defined in his employment agreement).

Transaction Success Award

In connection with the possible spin-off or sale of CIT's Commercial Air Leasing business, Mr. Knittel would be eligible for a transaction success award with a grant date fair value of \$8 million on the following terms:

- ⁿ Sale. If the transaction is structured as a sale, the transaction success award would be payable in the form of cash and would vest (a) 25% on the closing of the sale and (b) 75% on the first anniversary thereafter, subject to Mr. Knittel's continued employment or an earlier termination of employment without Cause or for Good Reason.
- ⁿ Spin-off. If the transaction is structured as a spin-off, the transaction success award would be provided (a) 50% in the form of time-based restricted stock units in respect of the common stock of the spun-off entity, which would vest in equal installments on the first three anniversaries of the spin-off, subject to Mr. Knittel's continued employment, and (b) 50% in the form of performance-based restricted stock units in respect of the common stock of the spun-off entity, which would vest on the third anniversary of the spinoff, subject to Mr. Knittel's continued employment and the satisfaction of performance goals determined by the board of directors (or a committee thereof) of the spun-off entity. Upon a termination of employment without cause or for good reason prior to the applicable vesting dates, the time-based restricted stock units would vest in full, while the performance-based restricted stock units would be eligible for prorated vesting, subject to satisfaction of the applicable performance goals.

Termination and Change of Control Arrangements

In the event Mr. Knittel's employment is terminated by him for Good Reason or by CIT without Cause, Mr. Knittel generally is entitled to receive severance in the amount of one times his base salary and target STI for the year of termination, plus any additional benefits provided under the CIT Employee Severance Plan described above. Mr. Knittel would also be entitled to receive the transaction success bonus.

In the event of a termination due to death or disability, Mr. Knittel (or his estate) is entitled to amounts due under CIT's general benefits plans and programs, if any.

Change of Control

In the event of a termination of Mr. Knittel's employment without Cause or for Good Reason following a Change of Control but prior to the completion of the transaction, Mr. Knittel will be entitled to the EMC member severance benefits under the Company's broad-based severance plan but would not be entitled to the transaction success bonus.

Restrictive Covenants

Mr. Knittel's employment agreement also contains certain non-competition and non-solicitation obligations. While employed by CIT and for (a) the earlier of the first anniversary of termination or December 31, 2017, in the event of a termination without Cause or termination for Good Reason or (b) one year following termination of employment for any other reason, Mr. Knittel may not, without the written consent of the Board, (i) knowingly engage or be interested in any business in the United States which is in competition with any lines of business actively being conducted by CIT on the date of termination, or (ii) disparage or publicly criticize CIT or any of its affiliates. In addition, while employed by CIT and for two years following termination of employment for any reason, Mr. Knittel may not, without the written consent of the Board, hire any person who was employed by CIT or one of its subsidiaries or affiliates (other than persons employed in a clerical or other

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non-professional position) within the six-month period preceding the date of such hiring or solicit, entice, persuade, or induce any person or entity doing business with CIT to terminate such relationship or to refrain from extending or renewing the same.

Mr. Erickson

In connection with Mr. Erickson's resignation, which was effective December 31, 2016, he and CIT entered into a Transition Agreement and General Release. Mr. Erickson's transition agreement did not provide for any severance payments but it did provide for a transition payment in an amount between \$750,000 and \$900,000, as determined by Ms. Alemany based on her assessment of Mr. Erickson's performance prior to and during the transition period ending on the date of his resignation (December 31, 2016). The transition payment is in lieu of any 2016 STI award.

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Ms. Menelly

On March 18, 2016, Ms. Menelly and CIT entered into an offer letter in connection with her employment with CIT. Ms. Menelly's offer letter sets forth her base salary rate of \$500,000 and a 2016 target annual incentive award (comprised of both short-term and long-term components) of \$1,400,000. Under the terms of her offer letter, on her employment commencement date, Ms. Menelly was eligible to receive a one-time PBRUS award with a grant date value equal to the greater of \$1,200,000 (estimated value of her equity awards to be forfeited at the time of valuation, prior to a notice period required by her former employer) and the value of the equity awards she forfeited upon termination of her employment with her former employer. The one-time PBRUSs will vest in equal installments on each of the first three anniversaries of the grant date.

Ms. Menelly is also party to the Company's standard Non-Competition, Non-Solicitation and Confidentiality Agreement covering senior executives. Under the terms of such agreement, an executive shall not, (i) during employment with CIT and for one year thereafter, without CIT's prior written consent, engage directly or indirectly in any competing business, (ii) directly or indirectly attempt to solicit any client to transact business with a competitor of CIT or reduce or refrain from doing any business with CIT, (iii) directly or indirectly attempt to solicit anyone who is then an employee of CIT (or who was such an employee within the prior six months) to resign from CIT or to apply for or accept employment with any competitor of CIT, or (iv) during and after employment will take reasonable measures to protect CIT confidential information from unauthorized use or disclosure.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

As described above, we have entered into certain agreements and/or maintain certain plans that will require CIT to provide compensation to certain of our named executive officers in the event of a termination of employment of the named executive officer or a Change of Control of CIT. The amount of compensation payable to each named executive officer in each situation is listed in the table below, based on the assumption that the triggering event took place on December 31, 2016.

Mr. Thain received no incremental amounts in connection with his retirement. Mr. Thain met retirement criteria in February 2016, under the terms of his unvested equity-based awards, which allows the awards to continue to vest over time on their original schedule. The value of Mr. Thain's unvested equity-based awards on December 30, 2016 was \$9,236,294, based on the \$42.68 closing price of CIT common stock on that date.

Mr. Erickson entered into a Transition Agreement and general release with CIT, in connection with his resignation effective December 31, 2016. Mr. Erickson's transition agreement did not provide for any severance payments, but did provide for a transition payment in an amount between \$750,000 and \$900,000, as determined by Ms. Alemany based on her assessment of Mr. Erickson's performance prior to and during the transition period ending on the date of his resignation. Mr. Erickson received a transition payment of \$750,000, which was in lieu of any 2016 STI award.

Amounts shown below do not include payments and benefits to the extent they are generally provided to all U.S. employees under each situation listed including disability benefits, life insurance payable upon death during employment, retiree medical and life insurance benefits, and vested balances under the 401(k) plan. The amounts also do not include pension benefits, set forth in the 2016 Pension Plan Table and SSP balances shown in the 2016 Nonqualified Deferred Compensation Table.

Termination Reason	Name	Severance (1)	Value of Unvested Equity-Based Awards (2)	Present Value of Incremental Pension Benefits (3)	Total
Good Reason or Involuntary Without Cause	Ellen R. Alemany	\$2,459,553	\$ 7,860,589	\$ n/a	\$10,320,142
	E. Carol Hayles	\$1,548,119	\$ 2,724,051	\$ n/a	\$4,272,170
	C. Jeffrey Knittel	\$9,849,135	\$ 6,972,504	\$ 915,013	\$17,736,652
Qualifying Termination following Change of Control	Denise Menelly	\$1,236,179	\$ 2,538,009	\$ n/a	\$3,774,188
	Ellen R. Alemany	\$6,061,415	\$ 7,860,589	\$ n/a	\$13,922,004
	E. Carol Hayles	\$4,667,776	\$ 2,724,051	\$ n/a	\$7,391,827
	C. Jeffrey Knittel	\$9,067,308	\$ 6,972,504	\$ n/a	\$16,039,812
	Denise Menelly	\$2,956,973	\$ 2,538,009	\$ n/a	\$5,494,982

(1) Ms. Hayles and Ms. Menelly are eligible to receive severance benefits pursuant to the CIT Employee Severance Plan, which generally covers all U.S. employees. In the event of a qualifying termination (other than following a Change of Control), Ms. Hayles and Ms.

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Menelly would be entitled to a severance amount equal to (1) one-time annual base salary, plus (2) a pro-rated severance bonus, plus (3) at the discretion of CIT, 12 weeks of base salary in lieu of written notice of termination from CIT for a minimum of 12 weeks, plus (4) the estimated value of applicable premiums (at 102% of the applicable rate) for one year for continued medical, vision, prescription drug and dental coverage under Company-sponsored health coverage plans on a self-pay basis in accordance with COBRA, which COBRA amount will be increased to cover applicable

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taxes. Effective January 1, 2017, the CIT Employee Severance Plan was amended and restated to cover the employer portion of the cost of health insurance premiums, in lieu of 102% of COBRA premiums described above. The severance plan was further amended effective March 11, 2017 to change the definition of STI to exclude any prior year STI for any period shorter than a year, with any participant being treated as ineligible for STI for such period and replacing it with a target STI, as applicable.

Ms. Alemany is generally is entitled to receive benefits under the CIT Employee Severance Plan, except that her severance bonus will be calculated as a pro rata portion of her short-term and long-term incentive targets (to the extent long-term incentives have not yet been awarded), rather than only her short-term incentive targets. The foregoing notwithstanding, if the amount that would be payable to Ms. Alemany under the CIT Employee Severance Plan is greater than the severance amount described above, she will instead be paid the amount payable under the Severance Plan but in accordance with the terms and conditions of her offer letter.

Upon a Good Reason or Involuntary Without Cause termination that occurs prior to completion of the sale or spin-off of CIT's Commercial Air Leasing business, Mr. Knittel is entitled to receive (1) one-times annual base salary, plus (2) his target STI for the year of termination, plus (3) his transaction success award, plus (4) any additional benefits provided under the CIT Employee Severance Plan.

In the event of a qualifying termination following a Change of Control, each of the continuing NEOs, including Ms. Alemany and Mr. Knittel, would be entitled to a severance amount equal to (1) two-times annual base salary, plus (2) a pro-rated severance bonus, plus (3) two-times his or her average two of the three highest short-term incentives for the three preceding calendar years (for Ms. Menelly, the target short-term incentive is used), plus (4) at the discretion of CIT, 12 weeks of base salary in lieu of written notice of termination from CIT, plus (5) the estimated value of applicable premiums (at 102% of the applicable rate) for two years for continued medical, vision, prescription drug and dental coverage under Company-sponsored health coverage plans on a self-pay basis in accordance with COBRA, which COBRA amount will be increased to cover applicable taxes. Effective January 1, 2017, the CIT Employee Severance Plan was amended and restated to cover the employer portion of the cost of health insurance premiums, in lieu of 102% of COBRA premiums described above.

- (2) Generally, represents unvested equity-based awards that are calculated based on \$42.68, the closing price of CIT common stock on December 30, 2016. For employees who meet retirement criteria upon their resignation or involuntary termination without cause, the awards continue to vest over time on their original schedules (awards are prorated in the event of involuntary termination without cause for employees who do not meet retirement criteria). In the event of death, disability or a qualifying termination following a Change of Control, awards vest immediately. The awards are subject to the clawback provisions described in the Compensation Discussion and Analysis.
- (3) Amounts shown represent the present value of incremental two years age and service credit above the pension benefits set forth in the 2016 Pension Plan table, in the event of a Good Reason or Involuntary Without Cause termination, pursuant to Mr. Knittel's employment agreement. The present value of the incremental benefits under the Executive Retirement Plan is based on FASB ASC Topic 715 assumptions of a discount rate of 3.75%, and the applicable post-retirement mortality table(s). In lieu of the amount shown for Mr. Knittel, pursuant to the terms of the Executive Retirement Plan, he would be entitled to a death benefit in the event he dies while actively employed by CIT equal to three times his base salary.

2017 COMPENSATION COMMITTEE REPORT

The information contained in this report shall not be deemed soliciting material or otherwise considered filed with the SEC, and such information shall not be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that CIT specifically incorporates such information by reference in such filing.

Management prepared the Compensation Discussion and Analysis presented in this Proxy Statement, which was reviewed by our Chief Risk Officer. The Compensation Committee has discussed and reviewed the Compensation Discussion and Analysis with management and based on this discussion and review has recommended to the full Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

March 15, 2017

Compensation Committee
R. Brad Oates, Chair
Michael A. Carpenter
William M. Freeman
Peter J. Tobin

2017 AUDIT COMMITTEE REPORT

The following is the report of the Audit Committee with respect to CIT's audited financial statements for the year ended December 31, 2016. The information contained in this report shall not be deemed soliciting material or otherwise considered filed with the SEC, and such information shall not be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that CIT specifically incorporates such information by reference in such filing.

The Audit Committee operates pursuant to a written charter that is available on CIT's website and is comprised of four directors. The Board of Directors has determined that the Chairperson meets the standard of Audit Committee Financial Expert, as defined by the rules of the Securities and Exchange Commission (SEC), and that each member of the Audit Committee is independent from management and financially literate, as defined by the New York Stock Exchange listing standards.

Under the terms of its charter, the Audit Committee (i) monitors the quality and integrity of CIT's financial reporting process, financial statements and systems of internal controls regarding finance and accounting, (ii) reviews CIT's corporate compliance policies and monitors the compliance by CIT with its Code of Business Conduct, and its other compliance policies, as well as with legal and regulatory requirements, (iii) monitors the qualifications, independence and performance of CIT's internal audit function and independent registered public accounting firm, (iv) retains and determines the compensation of the independent auditors, and (v) monitors CIT's financial, litigation and compliance risks. The Audit Committee serves in an oversight capacity and is not part of CIT's managerial or operational decision-making process. It is not the Audit Committee's responsibility to conduct auditing or accounting reviews or procedures. Management has primary responsibility for the financial reporting process, including the system of internal controls, and for the preparation and integrity of the financial statements and the reporting process. CIT's independent registered public accounting firm is responsible for expressing an opinion on the conformity of the audited financial statements to accounting principles generally accepted in the United States of America.

The Audit Committee reviewed CIT's audited financial statements and related SEC filings for the year ended December 31, 2016, and met with management and PricewaterhouseCoopers LLP (PwC), CIT's independent registered public accounting firm, to discuss those financial statements. The Audit Committee also discussed with PwC the quality of CIT's accounting principles, the reasonableness of critical accounting estimates and judgments, and the disclosures in CIT's Consolidated Financial Statements, including disclosure relating to significant accounting policies. Management has represented to the Audit Committee that the financial statements were prepared in accordance with generally accepted accounting principles.

The Audit Committee has discussed with PwC the matters required to be discussed by Auditing Standard No. 16, Communication with Audit Committees, as adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee has received from PwC its written disclosures and letter regarding its independence from CIT, as required by the applicable requirements of the Public Company Accounting Oversight Board, and has discussed with PwC its independence from CIT and management. The Audit Committee has also determined, based on such disclosures, letter and discussions, that PwC's provision of other non-audit services to CIT is compatible with the auditors' independence.

Based upon these reviews and discussions, the Audit Committee has recommended to the Board that the audited financial statements be included in CIT's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

February 24, 2017

Audit Committee
Marianne Miller Parrs, Chair
Michael L. Brosnan
Alan Frank
Laura S. Unger

OVERVIEW OF PROPOSALS

This Proxy Statement contains four proposals requiring stockholder action. Proposal 1 requests the election of twelve directors to the Board. Proposal 2 seeks the ratification of the appointment of PricewaterhouseCoopers LLP as CIT's independent registered public accounting firm for 2017. Proposal 3 requests a non-binding advisory vote on executive compensation. Proposal 4 requests a non-binding advisory vote on the frequency of the advisory vote on executive compensation. Each of the proposals is discussed in more detail below.

PROPOSAL 1 ELECTION OF DIRECTORS

The Board has nominated Ellen R. Alemany, Michael L. Brosnan, Michael A. Carpenter, Dorene C. Dominguez, Alan Frank, William M. Freeman, R. Brad Oates, Marianne Miller Parrs, Gerald Rosenfeld, Vice Admiral John R. Ryan, USN (Ret.), Sheila A. Stamps and Laura S. Unger to be elected to serve as directors until the next annual meeting of stockholders and until their successors are duly elected and qualified.

The above named twelve CIT directors, each of whom is listed in the table under the heading "Directors Nominees" in this Proxy Statement and whose biographical information and qualifications are set forth immediately following such table, are nominated for election at the Annual Meeting.

At the Annual Meeting, proxies cannot be voted for a greater number of individuals than the twelve nominees named in this Proxy Statement. Holders of proxies solicited by this Proxy Statement will vote the proxies received by them as directed on the proxy card of each shareholder or, if no direction is made and the proxy does not represent shares reflecting a "broker non-vote," for the election of the Board's twelve nominees. If any nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxy holders will vote for a nominee designated by the present Board, if any, to fill the vacancy.

Vote Required

A majority of the votes cast at the Annual Meeting is required to elect directors to the Board. A nominee for director shall be elected to the Board if the votes cast FOR such nominee's election exceed the votes cast AGAINST such nominee's election.

THE BOARD RECOMMENDS A VOTE FOR EACH OF THE NOMINEES FOR DIRECTOR.

PROPOSAL 2 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed PricewaterhouseCoopers LLP ("PwC") as CIT's Independent Registered Public Accounting Firm and as external auditors of CIT's consolidated financial statements for 2017, to review management's assessment of the effectiveness of internal control over financial reporting as of and for the year ending December 31, 2017, and to perform appropriate auditing services. While the Audit Committee is responsible for the appointment, compensation, retention, termination and oversight of the independent registered public accounting firm, the Board, as a matter of policy, is requesting that CIT's stockholders ratify the appointment of PwC. The Audit Committee is not required to take any action as a result of the outcome of the vote on this proposal; however, if our stockholders do not ratify the appointment of PwC, the Audit Committee may investigate the reasons for stockholder rejection and may consider whether to retain another independent registered public accounting firm if it determines such change would be in the best interests of CIT's stockholders.

PwC has audited our financial statements since June 2001. A member of PwC will be present at the Annual Meeting, will have the opportunity to make a statement if he or she desires to do so, and will be available to respond to stockholders' questions.

Fees for Professional Services Paid to Auditors

The following table sets forth the aggregate fees, including out-of-pocket expenses, for professional services rendered by PwC related to the years ended December 31, 2016, and December 31, 2015:

	<u>Year ended December 31, 2016</u>	<u>Year ended December 31, 2015</u>
Audit Fees (a)	\$27,510,000	\$30,015,000
Audit-Related Fees (b)	9,550,000	550,000
Tax Fees (c)	800,000	1,367,000
All Other Fees (d)	18,000	18,000
Total Fees	\$37,878,000	\$31,950,000

- (a) Audit fees include fees in connection with professional services rendered for audit of CIT's consolidated financial statements and effectiveness of internal controls over financial reporting, limited reviews of CIT's unaudited interim consolidated financial statements included in Forms 10-Q, and as appropriate, statutory and regulatory audits, issuances of comfort letters, consents and assistance with review of documents filed with the SEC. The 2016 balance includes amounts for additional control procedures required over material weaknesses related to Financial Freedom interest curtailment and Information Technology general controls, as well as other non-recurring audit items. The 2015 balance includes additional amounts due to the acquisition of OneWest Bank N.A., and include non-recurring audit procedures, certain quarterly review procedures and additional compliance reporting.
- (b) Audit-related fees include fees for assurance and related services that are reasonably related to the audit or review of financial statements, including agreed upon procedures for various transactions and guidance related to emerging accounting standards. The 2016 fees include \$9,000,000 related to work performed on the Commercial Air separation.
- (c) Tax fees include fees for tax services rendered for tax return preparation, tax compliance and tax advice. The 2015 balance includes additional amounts due to the acquisition of OneWest Bank N.A.
- (d) All other fees include fees for permitted services and user licenses for access to a technical reference library.

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services Performed by the Independent Registered Public Accounting Firm

CIT will not retain PwC for any professional services without the prior approval of the Audit Committee, except that the Audit Committee has delegated to its Chairwoman the authority to authorize management to retain PwC for professional services in which the aggregate fees are expected to be less than \$150,000 in any calendar quarter, subject to ratification by the Audit Committee at its next meeting. In general, CIT does not retain PwC to provide information systems, tax consulting, or other consulting services. The Audit Committee has determined that the professional services provided by PwC as quantified in the table above are compatible with the independent auditor maintaining its independence. The Audit Committee gave prior approval to all audit and non-audit professional services provided by PwC in 2016.

Vote Required

The affirmative vote of a majority of the shares represented at the Annual Meeting and entitled to vote is required to ratify the appointment of PwC as our independent registered public accounting firm.

THE BOARD RECOMMENDS A VOTE FOR THE RATIFICATION OF PWC AS CIT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND AUDITORS FOR 2017.

PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by Section 14A of the Exchange Act, and pursuant to CIT's current frequency of stockholder advisory votes on executive compensation, CIT is submitting to stockholders a non-binding advisory vote to approve the compensation of our named executive officers as disclosed pursuant to the compensation disclosure rules of the SEC.

CIT has a pay-for-performance philosophy that forms the foundation of decisions regarding incentive compensation of CIT's employees, including its named executive officers. This compensation philosophy, and the program structure approved by the Compensation Committee, is central to CIT's ability to attract, retain and motivate individuals who can achieve superior long-term financial results. Please refer to the Compensation Discussion and Analysis section in this Proxy Statement (including the Summary Compensation Table), for a detailed discussion of the compensation of CIT's named executive officers.

We received significant support from shareholders in 2016 for our Say-on-Pay vote (about 89% of the votes cast were in favor of our program).

In an effort to improve our Say-on-Pay vote for 2017, in addition to taking into account feedback from shareholders and other stakeholders, the Compensation Committee engaged Pay Governance to compare our executive compensation program against market best practices to determine the changes to our 2017 executive compensation structure, as outlined in more detail below.

For 2017, and in direct response to shareholder feedback and recommendations from Pay Governance, we will:

Keep our rigorous scorecard approach but increase the weighting of quantitative financial factors to 70% for our CEO and heads of our business segments, and simplify the goal structure.

Add a factor based on 3-year cumulative relative TSR to our PSUs, which will continue to be based on 3-year average adjusted after-tax ROATCE and aligned with achieving our 10% target in 2018.

Expand our clawback policy to cover cash payments under our STI program.

CIT and the Compensation Committee intend to continue to evaluate our executive compensation program annually and take into account feedback from shareholders and other stakeholders.

The Board is providing you, as a shareholder, the opportunity to endorse CIT's compensation of its named executive officers and recommends that you approve, in an advisory vote, the following resolution:

RESOLVED, that the compensation paid to CIT's named executive officers, as disclosed in CIT's Proxy Statement for the 2017 Annual Meeting of Stockholders pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables, and narrative discussion, is hereby APPROVED.

As an advisory vote, this proposal is not binding upon CIT; however, the Compensation Committee, which is responsible for designing and administering CIT's executive compensation program, values the opinions of shareholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

Vote Required

The affirmative vote of a majority of the shares represented at the Annual Meeting and entitled to vote is required to approve, on a non-binding basis, the compensation for our named executive officers.

THE BOARD RECOMMENDS A VOTE FOR APPROVING THE COMPENSATION OF CIT'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THIS PROXY STATEMENT.

**PROPOSAL 4 ADVISORY VOTE ON THE FREQUENCY OF THE
ADVISORY VOTE ON EXECUTIVE COMPENSATION**

In addition to the advisory approval of our named executive officer compensation, we are seeking a non-binding determination from our stockholders as to how frequently CIT should seek a non-binding stockholder advisory vote on the compensation of CIT's named executive officers, as disclosed pursuant to the SEC's compensation disclosure rules. By voting on this Proposal 4, stockholders may indicate whether they would prefer an advisory vote on named executive officer compensation once every 1, 2, or 3 years, or they may abstain from voting. After careful consideration, our Board has determined that a non-binding advisory vote on executive compensation that occurs every year is appropriate for CIT and is consistent with CIT's Corporate Governance Guidelines. Therefore, our Board recommends that you vote for a 1 year interval for the non-binding advisory vote on executive compensation. The Board determined that an annual advisory vote on executive compensation will allow stockholders to provide CIT with their direct input on CIT's executive compensation philosophy, policies and practices as disclosed in the proxy statement every year. Additionally, an annual advisory vote on executive compensation is consistent with CIT's policy, as set forth in our Corporate Governance Guidelines, of seeking input from stockholders on executive compensation philosophy, policies and practices at each annual meeting of stockholders. You may cast your vote on your preferred voting frequency by choosing the option of 1 year, 2 years, or 3 years, or abstain from voting when you vote in response to the resolution set forth below.

RESOLVED, that the option of once every 1 year, 2 years, or 3 years that receives the highest number of votes cast for this resolution will be determined to be the preferred frequency with which the Company is to hold a non-binding stockholder advisory vote to approve the compensation of the named executive officers, as disclosed pursuant to the Securities and Exchange Commission's compensation disclosure rules (which disclosure shall include the Compensation Discussion and Analysis, the Summary Compensation Table, and the other related tables and disclosure).

The option of 1 year, 2 years or 3 years that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on executive compensation that has been selected by stockholders; however, because this vote is advisory and not binding on the Board or CIT in any way, the Board may decide that it is in the best interests of our stockholders and CIT to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders.

Vote Required

The frequency of the advisory vote (*i.e.*, every 1, 2 or 3 years) receiving the greatest number of affirmative votes of the shares represented at the Annual Meeting and entitled to vote will be considered the frequency recommended by stockholders.

THE BOARD RECOMMENDS A VOTE FOR THE OPTION OF ONCE EVERY 1 YEAR AS THE FREQUENCY WITH WHICH STOCKHOLDERS ARE PROVIDED A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION, AS DISCLOSED PURSUANT TO THE SEC'S COMPENSATION DISCLOSURE RULES.

OTHER BUSINESS

CIT's management does not intend to bring any business before the Annual Meeting other than the matters referred to in this Proxy Statement. If, however, any other matters properly come before the Annual Meeting, it is intended that the persons named in the proxy will vote pursuant to the proxy in accordance with their best judgment on such matters to the extent permitted by applicable law and regulations. The discretionary authority of the persons named in the proxy extends to matters which the Board does not know are to be presented at the meeting by others and any proposals of stockholders that were submitted after the deadline to submit such proposals.

STOCKHOLDER PROPOSALS AND NOMINATIONS FOR THE 2018 ANNUAL MEETING

Consistent with SEC regulations, to be eligible for inclusion in the proxy statement for CIT's next annual meeting, stockholder proposals must be received by CIT's Corporate Secretary at One CIT Drive, Livingston, NJ 07039, not later than November 30, 2017, which is 120 calendar days prior to the one-year anniversary of the date on which this Proxy Statement was made available to our stockholders. We will determine whether or not to include any eligible stockholder proposals in the related proxy statement and proxy materials in accordance with applicable SEC regulations.

Under CIT's By-Laws, nominations for director or other business proposals to be addressed at the meeting may be made by a stockholder entitled to vote who has delivered a notice to the Corporate Secretary of CIT not later than February 8, 2018, and not earlier than January 9, 2018. The notice must contain all of the information required by CIT's By-Laws.

Under the proxy access provision of CIT's By-Laws, to be eligible for inclusion in the proxy statement for CIT's next annual meeting, stockholder nominations for director must be received by CIT's Corporate Secretary at One CIT Drive, Livingston, NJ 07039, not later than November 30, 2017, which is 120 calendar days prior to the one-year anniversary of the date on which this Proxy Statement was made available to our stockholders, and not earlier than November 1, 2017, which is 150 calendar days prior to the one-year anniversary of the date on which this Proxy Statement was made available to our stockholders. The notice must contain all of the information required by CIT's proxy access By-Law provision.

These advance notice provisions are in addition to, and separate from, the requirements that a stockholder must satisfy to have a proposal included in the proxy statement under the rules of the SEC. Copies of CIT's By-Laws are available on CIT's website at www.cit.com or may be obtained from the Corporate Secretary.

ATTENDANCE AT THE ANNUAL MEETING

Attendance at the Annual Meeting is limited to stockholders and their proxies. Admission to the meeting will be on a first-come, first-served basis.

By Order of the Board of Directors

Stuart Alderoty
Executive Vice President
General Counsel and Secretary
March 30, 2017

CIT GROUP INC. ONE CIT DRIVE LIVINGSTON, NJ 07039 VOTE BY INTERNET - www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Daylight Saving Time on May 8, 2017. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years. VOTE BY PHONE - 1-800-690-6903 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Daylight Saving Time on May 8, 2017. Have your proxy card in hand when you call and then follow the instructions. VOTE BY MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. This must be received by 8:00 a.m. Eastern Daylight Saving Time on May 9, 2017. TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: E21029-P88872 KEEP THIS PORTION FOR YOUR RECORDS THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY CIT GROUP INC. The Board of Directors recommends you vote FOR each of the nominees for Director: 1. To elect 12 directors to serve for one year or until the next annual meeting of stockholders; The 12 director nominees are: For Against Abstain 1a. Ellen R. Alemany 1b. Michael L. Brosnan 1c. Michael A. Carpenter 1d. Dorene C. Dominguez 1e. Alan Frank !!!!!!!!!!!!!!!!!!!!! The Board of Directors recommends that you vote FOR appointing PricewaterhouseCoopers LLP as CIT's independent registered public accounting firm and external auditors for 2017. 2. To ratify the appointment of PricewaterhouseCoopers LLP as CIT's independent registered public accounting firm and external auditors for 2017. The Board of Directors recommends that you vote FOR approving the compensation of CIT's named executive officers. For Against Abstain ! ! ! f. William M. Freeman 1g. R. Brad Oates ! ! ! ! ! 3. To recommend, by non-binding vote, the compensation ! ! ! of CIT's named executive officers. The Board of Directors recommends that you 1h. Marianne Miller Parrs ! ! ! vote FOR "1 YEAR" on the following proposal. 1 Year 2 Years 3 Years Abstain 1i. Gerald Rosenfeld 1j. Vice Admiral John R. Ryan, USN (Ret.) 1k. Sheila A. Stamps 1l. Laura S. Unger Please indicate if you plan to attend this meeting. ! ! ! ! ! ! ! ! ! ! ! 4. To recommend, by non-binding vote, the ! frequency of the advisory vote on the compensation of CIT's named executive officers. ! ! ! Yes No Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer. Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.E21030-P88872CIT GROUP INC.Proxy solicited by the Board of Directors for use at the Annual Meeting of Stockholders of CIT Group Inc. on May 9, 2017The undersigned stockholder appoints each of Stuart Alderoty, Eric S. Mandelbaum and James P. Shanahan, attorney and proxy, with full power of substitution, on behalf of the undersigned and with all powers the undersigned would possess if personally present, to vote all shares of Common Stock of CIT Group Inc. that the undersigned would be entitled to vote at the above Annual Meeting and any adjournment thereof. The shares represented by this Proxy will be voted as instructed by you and in the discretion of the proxies on all other matters. If not otherwise specified, shares will be voted in accordance with the recommendations of the Directors.(Continued and to be signed on reverse side)

E21039-P88793 *** Exercise Your Right to Vote *** Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 9, 2017. CIT GROUP INC. Meeting Information Meeting Type: Annual For holders as of: March 13, 2017 Date: May 9, 2017 Time: 11:00 a.m. Location: CIT Group Inc. One CIT Drive Livingston, NJ 07039 You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions.

E21040-P88793 Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE: NOTICE AND PROXY STATEMENT ANNUAL REPORT How to View Online: Have the information that is printed in the box marked by the arrow gXXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com. How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL*: sendmaterial@proxyvote.com* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow gXXXX XXXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 25, 2017 to facilitate timely delivery. How To Vote Please Choose One of the Following Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow gXXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting Items
The Board of Directors recommends you vote FOR the following proposal: 1. To elect 12 directors to serve for one year or until the next annual meeting of stockholders; The 12 director nominees are: 1a. Ellen R. Alemany 1b. Michael L. Brosnan
The Board of Directors recommends you vote FOR the following proposal: 2. To ratify the appointment of PricewaterhouseCoopers LLP as CIT's independent registered public accounting firm and external auditors for 2017.
The Board of Directors recommends you vote FOR the following proposal: 1c. Michael A. Carpenter 1d. Dorene C. Dominguez 1e. Alan Frank 1f. William M. Freeman 1g. R. Brad Oates
3. To recommend, by non-binding vote, the compensation of CIT's named executive officers.
The Board of Directors recommends you vote FOR "1 YEAR" on the following proposal: 4. To recommend, by non-binding vote, the frequency of the advisory vote on the compensation of CIT's named executive officers.
NOTE: Such other business as may properly come before the meeting or any adjournment thereof. 1h. Marianne Miller Parrs 1i. Gerald Rosenfeld 1j. Vice Admiral John R. Ryan, USN (Ret.) 1k. Sheila A. Stamps 1l. Laura S. Unger

voting instructions