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CENDANT CORP
Form 8-A12B/A
August 01, 2001

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

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Cendant Corporation
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or Organization)

06-0918165
(I.R.S. Employer
Identification no.)

9 West 57th Street, New York, NY
(Address of Principal Executive Offices)

10019
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box. [x]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:
333-49405
333-65456

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Upper DECS

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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Item 1. Description of Registrant's Securities to be Registered

The description of the Registrant's Upper DECS to be registered hereunder is incorporated herein by reference to the description included under the captions "Description of the Upper DECS and Stripped DECS," "Description of the Forward Purchase Contracts," "Certain Provisions of the Forward Purchase Contract Agreement and the Pledge Agreement" and "Description of the Senior Notes" in the Prospectus Supplement, dated July 20, 2001, to the Prospectus dated November 18, 1998, included as part of the Registration Statement on Form S-3, of the Registrant, Cendant Capital II and Cendant Capital III (File Nos. 333-49405 and 333-65456) (as the same may be amended from time to time, the "Registration Statement"). For purposes of such description, any prospectus supplement relating to the Registration Statement filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which purports to describe the Upper DECS shall be deemed to be incorporated herein by reference.

Item 2. Exhibits

The following exhibits to this Registration Statement have been filed as exhibits to the Registration Statement and are hereby incorporated herein by reference.

| Exhibit Number ----- | Description of Exhibit ----- |
|----------------------------|---|
| 1. | Registration Statement on Form S-3 (Registration No. 333-49405) filed with the Securities and Exchange Commission on November 17, 1998 by Cendant Corporation, Cendant Capital II and Cendant Capital III. |
| 2. | Registration Statement on Form S-3 (Registration No. 333-65456) filed with the Securities and Exchange Commission on July 19, 2001 by Cendant Corporation, Cendant Capital II and Cendant Capital III. |
| 3. | Indenture used in connection with the issuance of the Senior Notes which are a component of the Upper DECS (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-3 of Cendant Corporation (Registration No. 333-45227)). |
| 4. | Fourth Supplemental Indenture used in connection with the issuance of the Senior Notes which are a component of the Upper DECS (incorporated by reference to Exhibit 4.2 to Cendant Corporation's Current Report on Form 8-K, dated July 31, 2001 and filed with the Securities and Exchange Commission on August 1, 2001). |
| 5. | Form of Note Senior Note (included in Exhibit 4). |
| 6. | Forward Purchase Contract Agreement between Cendant Corporation and Bank One Trust Company, National Association, as Forward Purchase Contract Agent (incorporated by reference to Exhibit 4.4 to Cendant Corporation's Current Report on Form 8-K, dated July 31, 2001 and filed with the Securities and Exchange Commission on August 1, 2001). |

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7. Form of Upper DECS Certificate (included in Exhibit 6).
8. Form of Stripped DECS Certificate (included in Exhibit 6).
9. Pledge Agreement among Cendant Corporation, The Chase Manhattan Bank, as Collateral Agent, and Bank One Trust Company, National Association, as Forward Purchase Contract Agent (incorporated by reference to Exhibit 4.7 to Cendant Corporation's Current Report on Form 8-K, dated July 31, 2001 and filed with the Securities and Exchange Commission on August 1, 2001).
10. Remarketing Agreement among Cendant Corporation, Bank One Trust Company, National Association, as Forward Purchase Contract Agent, and Salomon Smith Barney Inc., as Remarketing Agent (incorporated by reference to Exhibit 4.8 to Cendant Corporation's Current Report on Form 8-K, dated July 31, 2001 and filed with the Securities and Exchange Commission on August 1, 2001).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 1, 2001

CENDANT CORPORATION

By: /s/ Eric J. Bock

Name: Eric J. Bock
Title: Senior Vice President,
Law & Secretary