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CENDANT CORP  
Form 8-K  
January 17, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Form 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-10308

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January 17, 2003 (January 13, 2003)  
Date of Report (Date Of Earliest Event Reported)

Cendant Corporation  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

06-0918165  
(IRS Employer  
Identification No.)

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

10019  
(Zip Code)

(212) 413-1800  
(Registrant's telephone number, including area code)

None  
(Former name, former address and former fiscal year, if applicable)

Item 5. Other Events.

On January 10, 2003, we filed a Prospectus Supplement, dated January 8, 2003, to the Prospectus dated August 16, 2001, included as part of the Registration Statement on Form S-3 of the Company (File No. 333-65858) (the "Registration Statement"), relating to the offering of \$800,000,000 aggregate principal amount of our 6.250% Senior Notes due 2008 and \$1,200,000,000 aggregate principal amount of our 7.375% Senior Notes due 2013 (collectively, the "Notes"). On January 8, 2003, we entered into an Underwriting Agreement with Salomon Smith Barney Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., Barclays Capital Inc., Credit Lyonnais Securities (USA) Inc., The Royal Bank of Scotland plc, Scotia Capital (USA) Inc. and Wachovia Securities, Inc., relating to the offering and sale by us of the Notes under the Registration Statement. We entered into an Indenture, dated as of January 13, 2003, with The Bank of Nova Scotia Trust Company of New

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York, as trustee, under which the Notes were issued. In connection with this offering, we are filing certain exhibits as part of this Form 8-K. See "Item 7. Exhibits." A copy of certain agreements related to the offering and the press release regarding the offering are attached hereto as exhibits and are incorporated by reference in their entirety.

Item 7. Exhibits.

(c) Exhibits

Exhibit

| No.  | Description  |
|------|--|
| 1.1  | Underwriting Agreement, dated January 8, 2003, between Cendant Corporation and Salomon Smith Barney Inc., J.P. Morgan Securities Inc., Banc of America Securities LLC, Banc One Capital Markets, Inc., Barclays Capital Inc., Credit Lyonnais Securities (USA) Inc., The Royal Bank of Scotland plc, Scotia Capital (USA) Inc. and Wachovia Securities, Inc. |
| 4.1  | Indenture, dated as of January 13, 2003, between Cendant Corporation and The Bank of Nova Scotia Trust Company of New York, as trustee.  |
| 4.2  | Form of 6.250% Senior Note.  |
| 4.3  | Form of 7.375% Senior Note.  |
| 5.1  | Opinion of Eric J. Bock regarding the legality of the Notes.   |
| 99.1 | Press Release issued by Cendant Corporation dated January 8, 2003.   |
| 99.2 | Press Release issued by Cendant Corporation dated January 6, 2003.   |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

CENDANT CORPORATION

By: /s/ Eric J. Bock

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Eric J. Bock  
Executive Vice President, Law  
and Corporate Secretary

Date: January 17, 2003

CENDANT CORPORATION  
CURRENT REPORT ON FORM 8-K

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Report Dated January 17, 2003 (January 13, 2003)

### EXHIBIT INDEX

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