

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of report (Date of earliest event reported): APRIL 2, 2001

CENDANT CORPORATION

(Exact Name of Registrant as Specified in Charter)

DELAWARE

1-10308

06-0918165

(State or Other Jurisdiction of
Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

9 WEST 57TH STREET NEW YORK, NEW YORK

10019

(Address of principal executive offices)

(zip code)

Registrant's telephone number, including area code: (212) 314-1800

NOT APPLICABLE

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

On April 2, 2001, Cendant Corporation, a Delaware corporation ("Cendant"), announced the completion of the acquisition of Fairfield Communities, Inc., a Delaware corporation ("Fairfield"). The acquisition was consummated through a merger of a subsidiary of Cendant with and into Fairfield (with Fairfield as the surviving corporation) pursuant to which Fairfield stockholders will receive \$16 in cash for each outstanding share of Fairfield common stock. The acquisition is valued at approximately \$690 million.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

No. Description

99.1 Press Release of Cendant Corporation dated April 2, 2001.

SIGNATURES

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 hereunto duly authorized.

CENDANT CORPORATION

By: /s/ Eric J. Bock

Name: Eric J. Bock
Title: Senior Vice President - Law and
Corporate Secretary

Dated: April 2, 2001

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of Cendant Corporation dated April 2, 2001.

CENDANT COMPLETES ACQUISITION OF FAIRFIELD
FOR APPROXIMATELY \$690 MILLION IN CASH

Property Development Portion of Fairfield Contributed to Separate Entity

NEW YORK, NY, APRIL 2, 2001 - Cendant Corporation (NYSE:CD) today announced that it has completed its acquisition of Fairfield Communities, Inc. for approximately \$690 million in cash. As previously announced, the Company expects the acquisition to be immediately accretive to Cendant's earnings.

Cendant Chairman, President and CEO, Henry R. Silverman stated: "The Fairfield acquisition should accelerate our earnings per share growth in three ways. First, Fairfield's earnings are rapidly growing. In the fourth quarter of 2000, for example, Fairfield increased earnings per share by 33%, excluding one-time merger costs. Second, the Cendant database, which will now be available to Fairfield's marketing group, should provide more qualified leads. A one point increase in the annual closing rate of vacation interval sales would increase pre-tax income by \$25 million. And, third, Fairfield's core competencies will allow us to expand RCI's service offerings to the timeshare industry to include resort sales and marketing, property management, and consumer financing services."

Additionally, Fairfield has transferred the property development portion of Fairfield's business to a new independent entity, FFD Development Company, LLC ("DevCo"). The new independent property development company, which will be capitalized with over \$200 million of common and preferred interests and available bank debt, will serve as a developer of timeshare resorts for Fairfield. Fairfield will serve as the exclusive sales and marketing agent for DevCo and will continue to provide property management and consumer financing services to its property owner associations and vacation-owning customers, respectively. All of the common interests of DevCo will be owned by FFD Trust, a New York business trust unaffiliated with Cendant. Cendant will retain a preferred equity interest in DevCo and will hold a warrant to purchase a common equity interest.

Fairfield Communities, with more than 324,000 vacation-owning households, is the largest vacation ownership company in the United States, marketing and managing resort properties at 33 locations in 12 states and the Bahamas. Fairfield operates over 32 dedicated sales centers and manages over 110 timeshare and whole ownership resort associations.

Cendant Corporation is a diversified global provider of business and consumer services primarily within the real estate and travel sectors. The Company's core competencies include building franchise systems and providing outsourcing services. Cendant is among the world's leading franchisers of real estate brokerage offices, hotels, rental car agencies, and tax preparation services. Cendant is also a provider of outsourcing solutions to its business partners including mortgage origination, employee relocation, customer loyalty programs, vacation exchange services and vacation interval sales. Other businesses include the UK's largest private car park operator and electronic reservations processing for the travel industry. With headquarters in New York City, the Company has approximately 60,000 employees and operates in over 100 countries.

More information about Cendant, its companies, brands and current SEC filings may be obtained by calling 877-4INFO-CD (877-446-3623) or by visiting the Company's Web site at www.Cendant.com.

Statements about future results made in this release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and the current economic environment. The Company cautions that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements are specified in the Company's Form 10-K for the year ended December 31, 2000.

Such forward-looking statements include projections. Such projections were not prepared in accordance with published guidelines of the American Institute of Certified Public Accountants or the SEC regarding projections and forecasts, nor have such projections been audited, examined or otherwise reviewed by independent auditors of Cendant or its affiliates. In addition, such projections are based upon many estimates and are inherently subject to significant economic and competitive uncertainties and contingencies, many of which are beyond the control of management of

Cendant and its affiliates. Certain of such uncertainties and contingencies are specified in Cendant's Form 10-K for the year ended December 31, 2000. Accordingly, actual results may be materially higher or lower than those projected. The inclusion of such projections herein should not be regarded as a representation by Cendant or its affiliates that the projections will prove to be correct.

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