

FIRST SUPPLEMENT TO PROSPECTUS
December 16, 1997
(TO PROSPECTUS DATED SEPTEMBER 18, 1997)

The Prospectus dated September 18, 1997 (the "Prospectus") relating to the offer and sale, from time to time, by the Selling Securityholders listed therein of up to \$550,000,000 aggregate principal amount of 3% Convertible Subordinated Notes Due February 15, 2002 (the "Notes") of CUC International Inc. (the "Company") and up to 17,959,205 shares of common stock, \$.01 par value of the Company, issuable upon conversion of the Notes, is hereby supplemented as follows:

The following entities are hereby named as Selling Securityholders as contemplated on page 29 of the Prospectus:

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF NOTES COVERED BY THIS PROSPECTUS	NUMBER OF SHARES COVERED BY THIS PROSPECTUS
Baird, Patrick & Co. Inc. 20 Exchange Place New York, NY 10005	\$ 5,000,000	163,265
CFW-C, L.P. 201 Main St., Suite 3200 Fort Worth, TX 76102	\$ 3,000,000	97,959
Chase Securities Inc. 270 Park Ave. New York, NY 10017	\$ 5,000,000	163,265
Chrysler Corporation Master Retirement Trust c/o Oaktree Capital Management, LLC 550 South Hope Street, 22nd Floor Los Angeles, CA 90071	\$ 1,750,000a	57,142a
Cowen & Company Financial Square 25th Floor New York, NY 10005-3597	\$ 2,000,000	65,306

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF NOTES COVERED BY THIS PROSPECTUS	NUMBER OF SHARES COVERED BY THIS PROSPECTUS
EVEREN Securities, Inc. 77 W. Wacker Dr. Chicago, IL 60601	\$ 1,000,000	32,653
Financial Security Assurance Inc. c/o Froley, Revy Investment Co. 10900 Wilshire Blvd, #1050 Los Angeles, CA 90024	\$ 600,000	19,591
Hughes AircraftCompany Master Retirement Trust c/o Oaktree Capital Management, LLC 550 South Hope Street, 22nd Floor Los Angeles, CA 90071	\$ 105,000a	3,428a
JP Morgan Securities Incorporated 60 Wall Street, 6th Floor New York, NY 10260	\$ 3,588,000	117,159
Lipper Convertibles, L.P. 101 Park Avenue, 6th Floor New York, NY 10178	\$16,500,000	538,775
Lipper Offshore Convertibles, L.P.	\$ 2,500,000	81,632

c/o Lipper & Company, L.P.
101 Park Avenue, 6th Floor
New York, NY 10178

Merrill Lynch Pierce Fenner & Smith, Inc. \$ 2,897,000 94,595
101 Hudson St.
Jersey City, NJ

Morgan Stanley, Dean Witter,
Discover & Co. \$ 6,795,000 161,469
1585 Broadway
New York, NY 10036

Nalco Chemical Retirement Trust \$ 80,000a 2,612a
c/o Froley, Revy Investment Co.
10900 Wilshire Blvd. #1050
Los Angeles, CA 90025

Natwest Markets \$23,000,000 751,020
175 Water Street
New York, NY 10005

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF NOTES COVERED BY THIS PROSPECTUS	NUMBER OF SHARES COVERED BY THIS PROSPECTUS
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OCM Convertible Trust c/o Oaktree Capital Management, LLC 550 South Hope Street, 22nd Floor Los Angeles, CA 90071	\$ 295,000a	9,632a
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Oregon Equity Fund c/o Froley, Revy Investment Co. 10900 Wilshire Blvd. #1050 Los Angeles, CA 90025	\$1,000,000a	32,653a
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Paloma Securities L.L.C. Two American Lane Greenwich, CT 06836	\$2,000,000a	65,306a
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Partner Reinsurance Company Ltd. c/o Oaktree Capital Management, LLC 550 South Hope Street, 22nd Floor Los Angeles, CA 90071	\$ 50,000a	1,632a
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SBC Warburg Dillon Read Inc. c/o Swiss Bank Center One 677 Washington Blvd., 9th Floor, North Stamford, CT 06912	\$19,837,000	647,728
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Silverton International Fund Limited 129 Front Street Hamilton HM12 Bermuda	\$ 2,200,000	71,836
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State Employees Retirement Fund of the State of Delaware c/o Oaktree Capital Management, LLC 550 South Hope Street, 22nd Floor Los Angeles, CA 90071	\$ 80,000a	2,612a
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State of Connecticut Combined Investment Funds c/o Oaktree Capital Management, LLC 550 South Hope Street, 22nd Floor Los Angeles, CA 90071	\$ 535,000a	17,469a
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Swiss Bank Corporation - London Branch c/o Swiss Bank Center One 677 Washington Blvd., 9th Floor, North Stamford, CT 06912	\$13,700,000	447,346
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SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF NOTES COVERED BY THIS PROSPECTUS	NUMBER OF SHARES COVERED BY THIS PROSPECTUS
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Toronto Dominion (New York), Inc.	\$ 7,885,000	257,469
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c/o TD Securities
31 West 52nd Street, 21st Floor
New York, NY 10019-6101

Valley Insurance Company c/o Frole, Revy Investment Co. 10900 Wilshire Blvd, #1050 Los Angeles, CA 90024	\$ 100,000	3,265
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Vanguard Convertible Securities Fund, Inc. c/o Oaktree Capital Management, LLC 550 South Hope Street, 22nd Floor Los Angeles, CA 90071	\$ 185,000	6,040
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a Principal Amount of Notes and Number of Shares represented in this Supplement by this Selling Securityholder is in addition to those Notes and Shares set forth with respect to this Selling Securityholder in the Prospectus.