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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

July 2, 2001 (July 2, 2001)
(Date of Report (date of earliest event reported))

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

Delaware	1-10308	06-0918165
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(I.R.S. Employer Identification Number)

9 West 57th Street	
New York, NY	10019
(Address of principal executive office)	(Zip Code)

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

Item 5. Other Events

This Current Report on Form 8-K of the Company is being filed to make available pro forma financial data giving effect to the following transactions for the year ended December 31, 2000 and the quarter ended March 31, 2001: the acquisition of Avis Group Holdings, Inc., which closed on March 1, 2001 and various finance-related activities which occurred during the first quarter of 2001, including issuances of debt and equity securities and the conversion of the PRIDES to equity securities.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of Business Acquired

The Financial Statements of Avis Group Holdings, Inc. are incorporated by reference from Avis Group Holdings, Inc. Annual Report on Form 10-K for the year ended December 31, 2000 and Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2001, previously filed with the Commission on March 28, 2001 and May 15, 2001, respectively, and incorporated by reference herein.

(b) Pro Forma Financial Information

See Exhibit 99.1 attached hereto for Pro Forma Financial Information giving effect to the acquisition of Avis Group Holdings, Inc. and various finance-related activities which occurred during the first quarter of 2001.

(c) Exhibits

See Exhibit Index.

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 thereunto duly authorized.

CENDANT CORPORATION

/s/ Kevin M. Sheehan

Kevin M. Sheehan
Senior Executive Vice President and
Chief Financial Officer

/s/ Tobia Ippolito

Tobia Ippolito
Executive Vice President, Finance and
Chief Accounting Officer

Date: July 2, 2001

CENDANT CORPORATION
CURRENT REPORT ON FORM 8-K

EXHIBIT INDEX

Exhibit No. -----	Description -----
23.1	Consent of Deloitte & Touche LLP, relating to Avis Group Holdings, Inc.
99.1	Pro Forma Financial Information (unaudited)

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Current Report on Form 8-K under the Securities and Exchange Act of 1934 of Cendant Corporation dated July 2, 2001 of our report dated January 29, 2001 (March 2, 2001 as to Note 27) relating to the consolidated financial statements of Avis Group Holdings, Inc. for the years ended December 31, 2000, 1999 and 1998 and to the incorporation by reference in Registration Statement Nos. 333-11035, 333-17323, 333-17411, 333-20391, 333-23063, 333-26927, 333-35707, 333-35709, 333-45155, 333-45227, 333-49405, 333-78447, 333-86469, 333-59244, 333-59246 and 333-59742 of Cendant Corporation on Form S-3 and Registration Statement Nos. 33-74066, 33-91658, 333-00475, 333-03237, 33-58896, 33-91656, 333-03241, 33-26875, 33-75682, 33-93322, 33-93372, 33-75684, 33-80834, 33-74068, 33-41823, 33-48175, 333-09633, 333-09655, 333-09637, 333-22003, 333-30649, 333-42503, 333-34517-2, 333-42549, 333-45183, 333-47537, 333-69505, 333-75303, 333-78475, 333-38638, 333-51544 and 333-58670 of Cendant Corporation on Form S-8 under the Securities Act of 1933 of our report dated January 29, 2001 (March 2, 2001 as to Note 27) incorporated by reference to the above-mentioned Current Report on Form 8-K of Cendant Corporation.

/s/ Deloitte & Touche LLP

New York, New York
July 2, 2001

PRO FORMA FINANCIAL INFORMATION

The following Unaudited Pro Forma Condensed Combined Statements of Operations for the three months ended March 31, 2001 and for the year ended December 31, 2000 give effect to the March 1, 2001 acquisition of Avis Group Holdings, Inc. ("Avis") (the "Acquisition"), which has been accounted for under the purchase method of accounting. The Unaudited Pro Forma Condensed Combined Statements of Operations are based on the historical consolidated financial statements of Cendant Corporation ("Cendant") and Avis under the assumptions and adjustments set forth in the accompanying explanatory notes. The Unaudited Pro Forma Condensed Combined Statements of Operations assume the Acquisition occurred on January 1, 2000.

Since Avis and Cendant were consolidated as of March 1, 2001, the results of operations of Avis between January 1, 2001 and February 28, 2001 were combined with Cendant's results of operations to report the pro forma results of operations for the three month period ended March 31, 2001. All intercompany transactions have been eliminated on a pro forma basis. Historically, Avis paid Cendant for services Cendant provided related to call centers and information technology and for the use of Cendant trademarks.

The following Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2000 also gives effect to various significant finance-related activities which occurred during the first quarter of fiscal 2001 ("Financing Activities"). The Financing Activities include an issuance of debt securities (net of debt retirements) and equity securities, the conversion of the PRIDES to equity and an issuance of zero-coupon convertible notes. The Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2000 assumes the Financing Activities occurred on January 1, 2000.

In August 2000, Avis contributed its European vehicle management and leasing business (PHH Europe) to a newly formed joint venture in exchange for cash, settlement of intercompany debt and a 20% interest in the venture (the "PHH Europe Transaction"). The accompanying Avis Supplemental Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2000 has been adjusted to reflect the PHH Europe Transaction.

The pro forma adjustments reflect the disbursement of \$33 in cash for each share of Avis common stock outstanding to Avis stockholders. Cendant made payments totaling approximately \$994 million, including payments to Avis stockholders (\$937 million), and direct expenses related to the transaction (\$40 million) inclusive of the net cash obligation related to Avis stock options settled prior to consummation. The purchase price also includes the fair value of Cendant options exchanged with certain fully vested Avis option holders who elected not to exercise their options as part of the Acquisition. The Pro Forma Condensed Combined Statements of Operations for the three months ended March 31, 2001 and for the year ended December 31, 2000 reflect the purchase price being funded by \$600 million in debt with the remaining amount provided by cash.

In addition, Cendant assumed approximately \$7.7 billion of Avis' debt (\$6.8 billion of which relates to vehicle financing).

Management believes that the assumptions used provide a reasonable basis on which to present the Unaudited Pro Forma Condensed Combined Statements of Operations. We have completed other acquisitions and dispositions which are not significant and, accordingly, have not been included in the accompanying Unaudited Pro Forma Condensed Combined Statements of Operations. The Unaudited Pro Forma Condensed Combined Statements of Operations may not be indicative of the results that would have occurred if the Acquisition had been in effect on the dates indicated or which may be obtained in the future.

The Unaudited Pro Forma Condensed Combined Statements of Operations should be read in conjunction with the historical consolidated financial statements and accompanying notes thereto for Cendant and Avis, which have been incorporated by reference herein.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2000
(in millions, except per share amounts)

	Historical Cendant	Adjusted Avis	Purchase Adjustments	Other Pro Forma Adjustments	Pro Forma Combined
	-----	-----	-----	-----	-----
Revenues					
Membership and service fees, net	\$ 4,512	155	\$ (173)a	\$ --	\$ 4,494
Vehicle-related	--	3,783	--	--	3,783
Other	147	151	(39)b	--	259
	-----	-----	-----	-----	-----
Net revenues	4,659	4,089	(212)	--	8,536
Expenses					
Operating	1,426	966	(173)a	--	2,219
Vehicle depreciation, lease charges and interest, net	--	1,671	--	--	1,671
Selling, general and administrative	1,508	637	--	--	2,145
Non-vehicle depreciation and amortization	352	74	16 c	--	442

Other charges (credits) -					
Restructuring and other unusual charges	109	--	--	--	109
Litigation settlement and related costs	(21)	--	--	--	(21)
Investigation-related costs	23	--	--	--	23
Non-vehicle interest, net	148	482	6 d	54 g, i	690
	-----	-----	-----	-----	-----
Total expenses	3,545	3,830	(151)	54	7,278
	-----	-----	-----	-----	-----
Net losses on dispositions of businesses	(8)	--	(35)e	--	(43)
	-----	-----	-----	-----	-----
Income (loss) before income taxes and minority interest	1,106	259	(96)	(54)	1,215
Provision (benefit) for income taxes	362	117	(30)f	(20)f	429
Minority interest, net of tax	84	7	--	(66)h	25
Income (loss) before extraordinary loss and cumulative					
effect of accounting change	\$ 660	135	\$ (66)	\$ 32	\$ 761
	-----	-----	-----	-----	-----
Cendant common stock income per share					
Income before extraordinary loss and cumulative					
effect of accounting change -					
Basic	\$ 0.92				\$ 0.92
Diluted	\$ 0.89				\$ 0.90
Weighted average shares outstanding-					
Basic	724			107 j	831
Diluted	762			107 j	869
Move.com common stock loss per share					
Loss before extraordinary loss and cumulative					
effect of accounting change -					
Basic	\$ (1.76)				\$ (1.76)
Diluted	\$ (1.76)				\$ (1.76)
Weighted average shares outstanding-					
Basic	3				3
Diluted	3				3

See accompanying Notes to Unaudited Pro Forma Condensed Combined
Statement of Operations.

NOTES TO UNAUDITED PRO FORMA
CONDENSED COMBINED STATEMENT OF OPERATIONS
For the Year Ended December 31, 2000
(Dollars in millions, except per share)

- (a) Elimination of amounts paid by Avis to Cendant for services related to call centers and information technology and for the use of trademarks.
- (b) Elimination of Cendant's earnings attributable to its investment in Avis.
- (c) Amortization of goodwill generated on the excess of fair value over the net assets acquired on a straight-line basis over 40 years, net of reversal of Avis' amortization of pre-acquisition goodwill and amortization of other identifiable intangibles resulting from the allocation of purchase price on a straight-line basis over 20 years.
- (d) Interest expense on the acquisition financing (\$44), net of amortization of fair value adjustment on acquired debt and reversal of Avis' amortization of debt related costs (\$38).
- (e) Reversal of a \$35 gain recorded by Cendant, which represents the recognition of a portion of its previously recorded deferred gain from the sale of its fleet business due to the disposition of PHH Europe by Avis in August 2000.
- (f) Represents the income tax effect of the purchase adjustments and other pro forma adjustments at an estimated statutory rate of 37.5% (not including adjustments for non-deductible goodwill), except item (e), where the tax effect was approximately 2% (the rate at which taxes were provided on the related gain).
- (g) Represents a net increase in interest expense relating to the issuance of zero-coupon convertible notes, medium term notes, borrowings under a \$650 million term loan agreement and the repayment of an existing term loan, net of interest expense allocated to the Acquisition (See (d) above).
- (h) Represents reduction in preferred stock dividends resulting from conversion of PRIDES to equity.
- (i) No adjustment has been made to reduce interest expense for interest income on the incremental cash raised through the Financing Activities of \$1,587. Assuming the incremental cash was invested at 5%, Cendant's current rate for cash investments, interest expense would have been reduced by \$79. Additionally, income before extraordinary loss and cumulative effect of accounting change and income per share before extraordinary loss and cumulative effect of accounting change would have improved by \$49 and \$0.06, respectively.
- (j) Represents the issuance of CD common stock of 61 million shares and 46 million shares relating to PRIDES conversion and equity issuance, respectively.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2001
(in millions, except per share amounts)

	Historical Cendant	Historical Avis Jan 1- Feb 28, 2001	Purchase Adjustments	Pro Forma Combined
	-----	-----	-----	-----
Revenues				
Membership and service fees, net	\$ 1,076	\$ 27	\$ (34) a	\$ 1,069
Vehicle-related	398	594	--	992
Other	12	20	-- b	32
	-----	-----	-----	-----
Net revenues	1,486	641	(34)	2,093
Expenses				
Operating	451	174	(34) a	591
Vehicle depreciation, lease charges and interest, net	181	284	--	465
Selling, general and administrative	411	115	--	526
Non-vehicle depreciation and amortization	101	23	2 d	126
Other charges-				
Restructuring and other unusual charges	185	--	--	185
Litigation settlement and related costs	11	--	--	11
Merger-related costs	8	--	--	8
Non-vehicle interest, net	60	78	1 c	139
	-----	-----	-----	-----
Total expenses	1,408	674	(31)	2,051
Net gain on dispositions of businesses	435	--	--	435
	-----	-----	-----	-----
Income (loss) before income taxes, minority interest and equity in Homestore.com	513	(33)	(3)	477
Provision (benefit) for income taxes	205	(10)	(2) e	193
Minority interest, net of tax	13	--	--	13
Losses related to equity in Homestore.com, net of tax	18	--	--	18
	-----	-----	-----	-----
Income (loss) before extraordinary loss and cumulative effect of accounting change	\$ 277	\$ (23)	\$ (1)	\$ 253
Cendant common stock income per share				
Income before extraordinary loss and cumulative effect of accounting change -				
Basic	\$ 0.32			\$ 0.29
Diluted	\$ 0.30			\$ 0.28
Weighted average shares outstanding-				
Basic	790			790
Diluted	830			830
Move.com common stock income per share				
Income before extraordinary loss and cumulative effect of accounting change				
Basic	\$ 10.41			\$ 10.41
Diluted	\$ 10.13			\$ 10.13
Weighted average shares outstanding-				
Basic	2			2
Diluted	3			3

See accompanying Notes to Unaudited Pro Forma Condensed Combined
Statement of Operations.

NOTES TO UNAUDITED PRO FORMA
CONDENSED COMBINED STATEMENT OF OPERATIONS
For the Three Months Ended March 31, 2001
(Dollars in millions)

- (a) Elimination of amounts paid by Avis to Cendant for services related to call centers and information technology and for the use of trademarks.
- (b) Elimination of Cendant's earnings attributable to its investment in Avis, for which the combined effect is zero.
- (c) Interest expense on the acquisition financing (\$7), net of amortization of fair value adjustment on acquired debt (\$4) and reversal of Avis' amortization of debt related costs (\$2).
- (d) Amortization of goodwill generated on the excess of fair value over the net assets acquired on a straight-line basis over 40 years, net of reversal of Avis' amortization of pre-acquisition goodwill and amortization of other identifiable intangibles resulting from the allocation of purchase price on a straight-line basis over 20 years.
- (e) Represents the income tax effect of the purchase adjustments and other pro forma adjustments at an estimated statutory rate of 38.5% (not including adjustments for non-deductible goodwill).

AVIS SUPPLEMENTAL PRO FORMA FINANCIAL INFORMATION

The accompanying Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2000 was prepared to reflect the historical consolidated financial statements of Avis, excluding the PHH Europe Transaction, as set forth in the accompanying Supplemental Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 2000. Avis will receive an annual license fee in connection with the PHH Europe Transaction from the joint venture for the license of the PHH fleet management technology, PHH interactive. Avis utilized the proceeds of the PHH Europe Transaction to reduce Avis' indebtedness and pay transaction costs.

SUPPLEMENTAL UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2000
(in millions)

	Historical Avis -----	Sale of PHH Europe (a) -----	Pro Forma Adjustments -----	Adjusted Avis -----
Revenues				
Service fees, net	\$ 241	\$ (86)	\$ --	\$ 155
Vehicle rental	2,467	--	--	2,467
Vehicle leasing and other fees	1,389	(73)	--	1,316
Other	146	--	5 b	151
Net revenues	4,243	(159)	5	4,089
Expenses				
Operating	966	--	--	966
Vehicle depreciation and lease charges	1,695	(24)	--	1,671
Selling, general and administrative	693	(56)	--	637
Interest, net	577	(37)	(58) c	482
Depreciation and amortization	89	(12)	(3) d	74
Total expenses	4,020	(129)	(61)	3,830
Income (loss) before income taxes and minority interest	223	(30)	66	259
Provision (benefit) for income taxes	95	(3)	25 e	117
Minority interest	7	--	--	7
Income (loss) before extraordinary loss and cumulative effect of accounting change	\$ 121	\$ (27)	\$ 41	\$ 135

See accompanying Notes to Supplemental Unaudited Pro Forma Condensed Combined Statement of Operations.

SUPPLEMENTAL NOTES TO UNAUDITED PRO FORMA
CONDENSED COMBINED STATEMENT OF OPERATIONS
For the Year Ended December 31, 2000
(Dollars in millions)

The following is a summary of estimated adjustments to the Avis Pro Forma Financial Statements:

- (a) Represents the adjustment to pro forma the results of operations of PHH Europe for the year ended December 31, 2000. This adjustment assumes that the PHH Europe Transaction occurred on January 1, 2000.
- (b) Fleet management technology fee income and the equity in the earnings of the joint venture, formed pursuant to the PHH Europe Transaction for the year ended December 31, 2000, net of amortization of the excess of cost over the assets acquired.
- (c) Interest reduction as a result of the retirement of acquisition debt and revolving credit facilities related to the application of proceeds of \$1,053 from the PHH Europe Transaction.
- (d) Decrease in amortization expense relating to goodwill generated from the PHH Europe Transaction, net of reversal of PHH Europe goodwill.
- (e) Represents the income tax effect of the pro forma adjustments at an estimated statutory rate of 39% (not including adjustments for non-deductible goodwill).