

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 No. 1-10308  
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July 9, 1999 (June 30, 1999)  
(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  
(I.R.S. Employer  
Identification Number)

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)

Not Applicable  
(Former name, former address and former fiscal year, if applicable)

Item 2. Disposition of Assets

References to "Cendant", "Company" and "we" means Cendant Corporation and its subsidiaries.

On June 30, 1999, we announced the completion of the disposition of our Fleet Management Segment, which includes PHH Vehicle Management Services Corporation, Cendant Business Answers (Europe) Plc, The Harpur Group, Ltd. and Wright Express Corporation, pursuant to an agreement between PHH Corporation ("PHH"), a wholly-owned subsidiary of the Company, and Avis Rent A Car, Inc. ("ARAC"). Pursuant to the agreement, ARAC acquired our Fleet Management Segment through the repayment in cash of \$1.44 billion of assumed intercompany debt and the issuance of \$360 million of convertible preferred stock of Avis Fleet Leasing and Management Corporation ("Avis Fleet"), a wholly-owned subsidiary of ARAC to PHH Corporation, a wholly-owned subsidiary. The convertible preferred stock of Avis Fleet is convertible into common stock of ARAC at our option upon the satisfaction of certain conditions, including the per share price of ARAC Class A common stock equaling or exceeding \$50 per share and the Fleet Management Segment attaining certain EBITDA (earnings before interest, taxes, depreciation and amortization) thresholds, as defined. There are additional circumstances upon which the shares of Avis Fleet convertible preferred stock are automatically or mandatorily convertible into ARAC common stock. The transaction follows a

competitive bidding process undertaken by Chase Securities Inc., our financial advisor.

We beneficially own approximately 19% of the currently outstanding Class A common stock of ARAC and have four designees on the ARAC Board of Directors. If all of the Avis Fleet convertible preferred stock was converted into common stock of ARAC, then we would own approximately 34% of ARAC's outstanding common equity (although our voting interest would be limited, in most instances, to 20%). We also license the Avis trademark to ARAC pursuant to a 50-year master license agreement and receive royalty fees based upon 4% of ARAC revenue, escalating to 4.5% of ARAC revenue over a 5-year period. In addition, we operate the telecommunications and computer processing system which services ARAC for reservations, rental agreement processing, accounting and fleet control for which we charge ARAC at cost. We also entered into certain licensing and services agreements with ARAC and Avis Fleet in connection with the aforementioned Fleet Management Segment disposition.

We account for our investment in ARAC utilizing the equity method and expect to record an after-tax gain of approximately \$700 million from the transaction in the second quarter of 1999.

Completion of the transaction was a condition to the previously announced "Dutch Auction" tender offer by Cendant Stock Corporation, a wholly-owned subsidiary of the Company, to purchase 50 million shares of our common stock from existing shareholders at prices of not greater than \$22.50 per share nor less than \$19.75 per share.

Reference is made to our Form 8-K filed with the Securities and Exchange Commission on June 22, 1999, which includes our unaudited pro forma consolidated financial statements (i) for the year ended December 31, 1998 and (ii) as of and for the three months ended March 31, 1999, giving effect to the disposition of our Fleet Management Segment and the purchase of 50 million shares of our common stock pursuant to the aforementioned "Dutch Auction" tender offer.

Reference is also made to Exhibit 99.1 herein, which is incorporated by reference in its entirety.

Item 5. OTHER EVENTS

On June 30, 1999, we announced that at our July Board of Directors' meeting we intend to reduce the size of our Board of Directors from 17 to 14 members following the resignations of three Directors. Robert P. Rittereiser, Craig R. Stapleton and E. John Rosenwald, Jr., all of whom previously served on the Board's Litigation Committee, have resigned following a vote by shareholders on May 27, 1999 to eliminate the Committee. Reference is made to Exhibit 99.2 herein, which is incorporated by reference in its entirety.

Item 7. EXHIBITS

Exhibit No.	Description
99.1	Press Release: Cendant Corporation Completes Divestiture of Fleet Segment; Avis Rent A Car, Inc. Acquires the Company's Fleet Segment for \$1.8 Billion
99.2	Press Release: Cendant Corporation Announces Board Changes; Company Will Reduce Size of its Board from 17 to 14 Directors

SIGNATURE

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

CENDANT CORPORATION

BY: /s/ David M. Johnson  
David M. Johnson  
Senior Executive Vice President and  
Chief Financial Officer

Date: July 9, 1999

CENDANT CORPORATION  
CURRENT REPORT ON FORM 8-K  
REPORT DATED JULY 9, 1999 (JUNE 30, 1999)

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

CENDANT CORPORATION COMPLETES DIVESTITURE OF FLEET SEGMENT

Avis Rent A Car, Inc. Acquires the Company's Fleet Segment for \$1.8 Billion

Generates Gain of Approximately \$700 Million for Cendant

Previously Announced "Dutch Auction"  
Self-Tender Offer Scheduled to Expire on July 15, 1999

New York, NY, June 30, 1999 -- Cendant Corporation (NYSE: CD) today announced that it has completed the divestiture of its fleet segment. Avis Rent A Car, Inc. (NYSE: AVI) has acquired the Company's fleet segment, which includes PHH Vehicle Management Services Corporation, Cendant Business Answers (Europe) PLC; The Harpur Group Ltd.; and Wright Express Corporation, for \$1.44 billion in cash and \$360 million in Convertible Preferred Stock.

The Company has recorded an after-tax gain of approximately \$700 million from the transaction. Completion of the Fleet/Avis transaction was a condition to the previously announced "Dutch Auction" self-tender offer to repurchase up to 50 million shares of Cendant stock. The self-tender offer commenced on June 16, 1999 and will expire at 12:00 midnight, New York City time, on July 15, 1999, unless the offer is extended.

In addition, Robert D. Kunisch has retired as a vice chairman of the Company following today's completion of the divestiture of Cendant's fleet segment, but will remain as a director.

Cendant's Chairman, President and CEO Henry R. Silverman stated: "Bob Kunisch played a critical role by ensuring the flawless integration of the PHH business units into Cendant. His diligent efforts and steadfast commitment resulted in a seamless transition of client relationships and continued profit growth following the acquisition of PHH by HFS in 1997."

Cendant Corporation is a global provider of consumer and business services. The Company's core competencies include building franchise systems, providing outsourcing solutions and direct marketing. As a franchisor, Cendant is the world's leading franchisor of hotels, rental car agencies, tax preparation services and real estate brokerage offices. The real estate segment also includes Welcome Wagon/GETKO and the Company's soon-to-be created residential real estate services portal on the Internet. As a provider of outsourcing solutions, Cendant is the world's largest vacation exchange service; a major provider of mortgage services to consumers and the global leader in employee relocation. In direct marketing, Cendant provides access to insurance, travel, shopping, auto, and other services, primarily to customers of its affinity partners. Other business units include NCP, the UK's largest private car park operator, and Wizcom. Headquartered in New York, NY, the Company has more than 30,000 employees and operates in over 100 countries. More information about Cendant, its companies and brands may be obtained by visiting our Web site at [www.cendant.com](http://www.cendant.com) or by calling 877-4INFO-CD (877-446-3623).

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212-413-1833

Sam Levenson  
212-413-1834

FOR IMMEDIATE RELEASE

CENDANT CORPORATION ANNOUNCES BOARD CHANGES

Company Will Reduce Size of its Board from 17 to 14 Directors

Robert P. Rittereiser, Craig R. Stapleton and E. John Rosenwald Resign  
From Board

New York, NY, June 30, 1999 -- Cendant Corporation (NYSE: CD) today announced that at its July Board of Directors' meeting it intends to reduce the size of the Company's Board from 17 to 14 members following the resignations of three directors. Robert P. Rittereiser, Craig R. Stapleton and E. John Rosenwald, Jr., all of whom previously served on the Board's Litigation Committee, have resigned following a vote by shareholders on May 27, 1999 to eliminate that committee.

"On behalf of Cendant shareholders, I want to thank Messrs. Rosenwald, Rittereiser and Stapleton for their service to our company and its shareholders. They have been part of an active Board that has helped restore value after the crisis last year when we discovered accounting irregularities at the former CUC International. They have assisted management to restructure our company and refocus our strategy," Mr. Silverman said.

The Company also announced that it has begun to implement recommendations of the Blue Ribbon Committee on Improving the Effectiveness of Audit Committees.

"These changes are consistent with the commitment we made to our shareholders to reduce the size of our Board and to optimize the performance of Board committees," Mr. Silverman concluded.

Cendant Corporation is a global provider of consumer and business services. The Company's core competencies include building franchise systems, providing outsourcing solutions and direct marketing. As a franchisor, Cendant is the world's leading franchisor of hotels, rental car agencies, tax preparation services and real estate brokerage offices. The real estate segment also includes Welcome Wagon/GETKO and the Company's soon-to-be created residential real estate services portal on the Internet. As a provider of outsourcing solutions, Cendant is the world's largest vacation exchange service; a major provider of mortgage services to consumers and the global leader in employee relocation. In direct marketing, Cendant provides access to insurance, travel, shopping, auto, and other services, primarily to customers of its affinity partners. Other business units include NCP, the UK's largest private car park operator, and Wizcom. Headquartered in New York, NY, the Company has more than 30,000 employees and operates in over 100 countries. More information about Cendant, its companies and brands may be obtained by visiting our Web site at [www.cendant.com](http://www.cendant.com) or by calling 877-4INFO-CD (877-446-3623).

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