

UNITED STATES  
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

June 22, 2004 (June 21, 2004)  
(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)

1-10308  
(Commission File No.)

06-0918165  
(I.R.S. Employer Identification Number)

9 West 57<sup>th</sup> Street  
New York, NY  
(Address of principal executive office)

10019  
(Zip Code)

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

None  
(Former name or former address if changed since last report)

**Item 5. Other Events**

EXCEPT AS EXPRESSLY INDICATED OR UNLESS THE CONTEXT OTHERWISE REQUIRES, "CENDANT", "WE", "OUR", OR "US" MEANS CENDANT CORPORATION, A DELAWARE CORPORATION. On June 21, 2004, we announced the initial public offering of 100% of the outstanding common stock (37,500,000 shares) of our wholly-owned subsidiary, Jackson Hewitt Tax Service Inc. ("JHTSI"). We will receive approximately \$770 million of proceeds from the offering (net of offering expenses), including a special cash dividend of \$175 million from Jackson Hewitt. The proceeds and dividend will be used to fund the offering and to pay certain taxes. As a result of the initial public offering of Jackson Hewitt, we are required to classify Jackson Hewitt as a discontinued operation and will reclassify our historical results on that basis. Because of the classification of Jackson Hewitt as a discontinued operation, we have restated our financial statements for the second quarter of 2004. We confirmed that we expect to meet or exceed our projection of earnings per share from continuing operations of \$0.42 - \$0.44 for the second quarter of 2004. We also announced that our Financial Statements for the second quarter of 2004 will be restated to reflect the discontinued operation of Jackson Hewitt. A copy of the press release announcing the pricing of the Jackson Hewitt initial public offering is attached as Exhibit 99 to this Form 8-K and is incorporated by reference herein. Statements about future results made herein constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and are subject to the risks and uncertainties described in our prospectus.

**Item 7. Exhibits**

See Exhibit Index

**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 hereunto duly authorized.

**CENDANT CORPORATION**

By: /s/ Eric Bock

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

**CENDANT CORPORATION  
CURRENT REPORT ON FORM 8-K  
Report Dated June 22, 2004 (June 21, 2004)**

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99

Press Release issued by Cendant Corporation on June 21, 2004.

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**CENDANT ANNOUNCES PRICING OF  
JACKSON HEWITT TAX SERVICE INC. INITIAL PUBLIC OFFERING**

**NEW YORK, June 21, 2004** – Cendant Corporation (**NYSE:CD**) today announced the initial public offering of 100% of the outstanding common stock (37,500,000 shares) of its wholly-owned subsidiary Jackson Hewitt Tax Service Inc. Cendant will receive approximately \$770 million of proceeds from the offering (net of offering expenses), including a special cash dividend of \$175 million from Jackson Hewitt. The proceeds and dividend will be used for general corporate purposes. As a result of the initial public offering of Jackson Hewitt, Cendant is required to classify Jackson Hewitt as a discontinued operation and will reclassify its historical results on that basis. Because of this classification, Cendant confirmed today that it expects to meet or exceed its projection of earnings per share from continuing operations of \$0.42 - \$0.44 for the second quarter of 2004. The Company also announced that a copy of the prospectus relating to the shares of Jackson Hewitt common stock may be obtained, when available, from Goldman, Sachs & Co., Prospectus Department, 85 Broad Street, New York, NY 10046. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the shares of Jackson Hewitt common stock in any state in which such offer, solicitation or sale is prohibited. Cendant is primarily a provider of travel and residential real estate services. With approximately 90,000 employees, New York City-based Cendant provides these services to businesses and consumers nationwide. Jackson Hewitt is the second largest paid tax return preparer in the United States, with 4,935 franchised and company-owned offices nationwide as of April 30, 2004. Jackson Hewitt is based in Parsippany, NJ. *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 are subject to risks and uncertainties.*

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