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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

OCTOBER 23, 2001 (OCTOBER 23, 2001)
(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)	1-10308 (COMMISSION FILE NO.)	06-0918165 (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
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9 WEST 57TH STREET NEW YORK, NY (ADDRESS OF PRINCIPAL EXECUTIVE OFFICE)	10019 (ZIP CODE)
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(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 its Consolidated Schedule of Free Cash Flows (see Exhibit 99.1) for the twelve months ended September 30, 2001 and 2000 and its Consolidated Condensed Statements of Cash Flows (see Exhibit 99.2) for the nine months ended September 30, 2001 and 2000.

Free cash flow is another measure used by management to evaluate liquidity and financial condition. Free cash flow represents cash available for the repayment of debt and other corporate purposes such as stock repurchases, acquisitions and investments for the latest twelve-month period. The Company has provided the Consolidated Schedule of Free Cash Flows for the twelve months ended September 30, 2001 and 2000 as that reflects the measure in which management evaluates the performance of its free cash flows. Such measure of performance may not be comparable to similarly titled measures used by other companies and is not a measurement recognized under generally accepted accounting principles. Therefore, free cash flow should not be construed as a substitute for income or cash flow from operations in measuring operating results or liquidity. The Consolidated Schedule of Free Cash Flows for the twelve months ended September 30, 2001 and 2000 should be read in conjunction with the Company's Consolidated Condensed Statements of Cash Flows attached hereto as well as the Company's Consolidated Statements of Income included within the Company's earnings release of third quarter results filed with the Securities and Exchange Commission on Form 8-K on October 18, 2001 and the Company's Annual Report on Form 10-K/A filed on July 3, 2001.

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

(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

BY: /s/ Tobia Ippolito

Tobia Ippolito
Executive Vice President, Finance and
Chief Accounting Officer

Date: October 23, 2001

CENDANT CORPORATION
CURRENT REPORT ON FORM 8-K

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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99.1	Consolidated Schedule of Free Cash Flows for the twelve months ended September 30, 2001 and 2000
99.2	Consolidated Condensed Statements of Cash Flows for the nine months ended September 30, 2001 and 2000

CENDANT CORPORATION AND SUBSIDIARIES
 CONSOLIDATED SCHEDULE OF FREE CASH FLOWS
 (IN MILLIONS)

TWELVE MONTHS
 ENDED
 SEPTEMBER 30,

 ---- 2001
 2000 -----

Adjusted
 EBITDA (*) \$
 2,052 (A)
 1,806 (B)
 Less:
 Move.com
 Group 29 83 -

Adjusted
 EBITDA,
 excluding
 Move.com
 Group 2,081
 1,889
 Interest
 expense, net
 (C) (226)
 (130)
 Minority
 interest,
 excluding tax
 benefit (D)
 (75) (109)
 Tax payments
 (56) (49) ---

CASH FLOW NET
 OF TAXES PAID
 1,724 1,601
 Tax refunds
 10 126
 Restructuring
 and other
 unusual
 payments (30)
 (175) Working
 capital and
 other 172
 (238) -----

OPERATING
 CASH FLOW
 1,876 1,314
 Adjusted
 capital
 expenditures
 (E) (320)
 (216) -----

----- FREE
 CASH FLOW
 1,556 1,098

NON-OPERATING
 ACTIVITIES:
 Investments
 (F) (579)
 (173)
 Acquisitions,
 net of cash
 acquired
 (1,975) (102)
 Funding of
 stockholder
 litigation

settlement
trust (1,100)
- Net
proceeds from
sale of
subsidiaries
- 741 Other
(G) (219)
(186) -----

(3,873) 280 -

FINANCING
ACTIVITIES:
Net proceeds
from
(repayments
on)
borrowings
(H) 3,332
(894) Net
issuances of
equity
securities
and other 679
159 -----

----- 4,011
(735) -----

----- NET
CHANGE IN
CASH BEFORE
MANAGEMENT
AND MORTGAGE
PROGRAMS
1,694 643
MANAGEMENT
AND MORTGAGE
PROGRAMS: Net
investment in
vehicles
(1,297) - Net
mortgage
origination
and sales
1,709 675 Net
mortgage
servicing
rights (584)
(667) Net
contract
receivables
11 - Net
relocation
advances
(149) 582 Net
financing for
assets of
management
and mortgage
programs 607
(647) -----

----- 297
(57) -----

----- NET
INCREASE IN
CASH AND CASH
EQUIVALENTS \$
1,991 \$ 586
=====

(*) Adjusted
EBITDA is
defined as
earnings
before non-
operating
interest,

income taxes,
non-vehicle
depreciation
and
amortization,
minority
interest and
equity in
Homestore.com,
adjusted to
exclude
certain items
which are of
a non-
recurring or
unusual
nature and
not measured
in assessing
segment
performance
or are not
segment
specific. (A)
Excludes (i)
a net gain
related to
the
dispositions
of businesses
(\$434
million) and
(ii) a credit
to reflect an
adjustment to
the PRIDES
class action
litigation
settlement
charge
recorded in
the fourth
quarter of
1998
primarily for
Rights that
expired
unexercised
(\$14
million).
Such amounts
were
partially
offset by (i)
a charge to
fund an
irrevocable
contribution
to an
independent
technology
trust
responsible
for providing
technology
initiatives
for the
benefit of
current and
future
franchisees
at Century
21, Coldwell
Banker and
ERA (\$95
million),
(ii) a charge
in connection
with the
creation of
Travel
Portal, Inc.,
a company
that was
created to

pursue the development of an online travel business for the benefit of certain current and future franchisees (\$85 million), (iii) charges associated with the September 11th terrorist attacks principally related to costs incurred to reduce Avis' fleet size and certain other effects on Avis' car rental operations (\$60 million); information systems costs associated with terminated projects (\$8 million); and marketing fund expenses that will not be recovered by franchisees as a result of decreased occupancy levels (\$6 million), (iv) litigation settlement and related costs (\$50 million), (v) charges related to the acquisition and integration of Avis Group (\$8 million) and (vi) a non-cash contribution to the Cendant Charitable Foundation (\$7 million). (B) Excludes (i) a charge associated with the settlement of the principal common stockholder class action lawsuit (\$2,894 million), (ii) charges

in connection with restructuring and other initiatives (\$109 million) and (iii) litigation settlement and related costs (\$43 million). Such amounts were partially offset by (i) a net gain related to the dispositions of businesses (\$242 million), (ii) a non-cash credit in connection with a change to the original estimate of the number of Rights to be issued in connection with the PRIDES settlement resulting from unclaimed and uncontested Rights (\$41 million) and (iii) a gain representing the recognition of a portion of the Company's previously recorded deferred gain from the sale of its fleet business due to the disposition of VMS Europe by Avis Group Holdings, Inc. in August 2000 (\$35 million). (C) Excludes non-cash interest recorded on zero-coupon senior convertible notes. (D) Represents the before tax amounts of minority interest. (E) Represents total capital expenditures exclusive of Move.com Group capital expenditures

(\$4 million and \$16 million in 2001 and 2000, respectively).

(F)

Represents investment activity of the Company, including cash payments in 2001 associated with (i) the funding of marketing expenses incurred by Trilegiant Corporation, a newly formed company that provides fulfillment services to members of the Company's individual membership business (\$104 million), (ii) a contribution to the independent technology trust responsible for providing technology initiatives for the benefit of current and future franchisees at Century 21, Coldwell Banker and ERA (\$95 million), (iii) a contribution to NRT Incorporated, an unconsolidated affiliated company that acquires residential real estate brokerage firms (\$149 million) and (iv) the creation of Travel Portal, Inc., a company that was created to pursue the development of an online travel business for the benefit of certain current and future

franchisees
(\$45
million). (G)
Includes net
cash used in
Move.com
Group
operations
and the
effects of
changes in
exchange
rates. (H)
Represents
debt
borrowings,
net of debt
repayments
and financing
costs
(including
the issuance
of a
mandatorily
redeemable
preferred
interest in a
subsidiary in
the twelve
months ending
September 30,
2000).

CENDANT CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(IN MILLIONS)

NINE MONTHS
ENDED
SEPTEMBER
30, -----

2001 2000 --

- OPERATING
ACTIVITIES
Net cash
provided by
operating
activities
exclusive of
management
and mortgage
programs \$
880 \$ 609

Net cash
provided by
(used in)
operating
activities
of
management
and mortgage
programs
1,295 (28) -

- NET CASH
PROVIDED BY
OPERATING
ACTIVITIES
2,175 581 --

- INVESTING
ACTIVITIES
Property and
equipment
additions
(242) (168)
Net assets
acquired
(net of cash
acquired)
and
acquisition-
related
payments
(1,907) (43)

Funding of
stockholder
litigation
settlement
trust (750)
- Other, net
(137) (56) -

-- Net cash
used in
investing
activities
exclusive of
management
and mortgage
programs
(3,036)
(267) -----

MANAGEMENT
AND MORTGAGE
PROGRAMS:
Investment
in vehicles
(10,519) -
Payments
received on
investment
in vehicles
9,222 -
Origination
of timeshare
receivables
(66) -
Principal
collection
of timeshare
receivables
77 - Equity
advances on
homes under
management
(4,949)
(6,025)
Repayment on
advances on
homes under
management
4,937 6,534
Additions to
mortgage
servicing
rights (505)
(664)
Proceeds
from sales
of mortgage
servicing
rights 45 93

--- (1,758)
(62) -----

----- NET
CASH USED IN
INVESTING
ACTIVITIES
(4,794)
(329) -----

FINANCING
ACTIVITIES
Proceeds
from
borrowings
4,407 6
Principal
payments on
borrowings
(854) (776)
Issuances of
common stock
773 551
Repurchases
of common
stock (74)
(306)
Proceeds
from
mandatorily
redeemable
preferred
securities
issued by
subsidiary
holding
solely
senior
debentures
issued by
the Company

Proceeds
from
mandatorily
redeemable
preferred
interest in
a subsidiary
- 375 Other,
net (92) (1)

--- Net cash
provided by
(used in)
financing
activities
exclusive of
management
and mortgage
programs
4,160 (60) -

- MANAGEMENT
AND MORTGAGE
PROGRAMS:

Proceeds
from
borrowings
11,447 3,236
Principal
payments on
borrowings
(10,824)
(4,282) Net
change in
short-term
borrowings
87 875 -----

710 (171) --

- NET CASH
PROVIDED BY
(USED IN)
FINANCING
ACTIVITIES
4,870 (231)

--- Effect
of changes
in exchange
rates on
cash and
cash
equivalents
6 25 -----

----- Net
increase in
cash and
cash
equivalents
2,257 46
Cash and
cash
equivalents,
beginning of
period 944
1,164 -----

CASH AND
CASH
EQUIVALENTS,
END OF
PERIOD \$
3,201 \$
1,210
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