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

February 16, 1998 (February 16, 1998)
(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)

6 SYLVAN WAY PARSIPPANY, NEW JERSEY	07054
(Address of principal executive office)	(Zip Code)

(973) 428-9700
(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if applicable)

Item 5. Other Events

This Current Report on Form 8-K is being filed by Cendant Corporation ("Cendant") for purposes of incorporating by reference the exhibit listed in Item 7 hereof in certain Registration Statements filed with the Securities and Exchange Commission.

Item 7. Exhibits

Exhibit No.	Description
99.1	Unaudited Pro Forma Consolidated Statement of Income of Cendant for the year ended December 31, 1996.

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/ Scott E. Forbes
Scott E. Forbes
Senior Vice President
and Chief Accounting Officer

Date: February 16, 1998

CENDANT CORPORATION
CURRENT REPORT ON FORM 8-K
REPORT DATED FEBRUARY 16, 1998 (FEBRUARY 16, 1998)

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Unaudited Pro Forma Consolidated Statement of Income of Cendant for the year ended December 31, 1996.

CENDANT CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME
OF CENDANT CORPORATION FOR THE YEAR ENDED DECEMBER 31, 1996

The pro forma consolidated statement of income of Cendant Corporation ("Cendant") for the year ended December 31, 1996 is presented as if the following transactions had occurred on January 1, 1996: (i) the acquisition of Avis, Inc. ("Avis") and the November 1996 issuance of Cendant common stock (the "Avis Offering") as partial consideration for Avis; (ii) the September 1997 initial public offering of a majority interest in the corporation which owns all company-owned Avis car rental locations ("ARAC"); (iii) the acquisition of Resort Condominiums International, Inc. and its affiliates ("RCI") and the issuance of Cendant common stock as partial consideration for RCI; (iv) the May, 1996 acquisition of the common stock of Coldwell Banker Corporation ("Coldwell Banker") and the related contribution of Coldwell Banker's owned real estate brokerage offices (the "Owned Brokerage Business") to a newly created independent trust (the "Trust"); (v) the receipt of proceeds from an offering of Cendant common stock (the "Second Quarter 1996 Offering") to the extent necessary to fund (a) the acquisition of Coldwell Banker and the related repayment of indebtedness and acquisition expenses and (b) the cash consideration portion in the Avis acquisition; (vi) the acquisitions of: the six Century 21 non-owned regions ("Century 21 NORS") during the second quarter of 1996, Travelodge in January, 1996 and Electronic Realty Associates ("ERA") in February, 1996 (collectively, the "Other 1996 Acquisitions"); and (vii) the February, 1996 issuance of $240 million of 4 3/4% Convertible Senior Notes Due 2003 to the extent such proceeds were used to finance the Other 1996 Acquisitions.

All of Cendant's aforementioned acquisitions have been accounted for using the purchase method of accounting. Accordingly, assets acquired and liabilities assumed have been recorded at their estimated fair values, with appropriate recognition given to the effect of current interest rates and income taxes. Management believes that the accounting used to reflect the above transactions provides a reasonable basis on which to present the unaudited pro forma statement of income of Cendant for the year ended December 31, 1996. Cendant has entered into certain immaterial transactions which are not reflected in the pro forma consolidated statement of income.

The pro forma consolidated statement of income does not purport to present the results of operations of Cendant had the transactions and events assumed therein occurred on the dates specified, nor are they necessarily indicative of the results of operations that may be achieved in the future. The pro forma statement of income does not reflect cost savings and revenue enhancements that management believes have been and may continue to be realized following the acquisitions. No assurances can be made as to the amount of cost savings or revenue enhancements, if any, that were actually realized or will be realized.

The pro forma consolidated statement of income is based on certain assumptions and adjustments described in the Notes to Unaudited Pro Forma Consolidated Statement of Income and should be read in conjunction therewith and with the consolidated financial statements and related notes thereto of Cendant, as included in the Current Report on Form 8-K of Cendant Corporation dated January 29, 1998, and the financial statements and related notes of the acquired companies previously filed with the Securities and Exchange Commission pursuant to Regulation S-X Rule 3-05, "Financial Statements of Businesses Acquired or to be Acquired."

CENDANT CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 1996
(in thousands, except per share amounts)

	HISTORICAL			
	CENDANT	ACQUIRED COMPANIES	PRO FORMA ADJUSTMENTS	PRO FORMA
NET REVENUES				
Membership and service fees--net	$3,433,917	$623,159	$ 11,835 (A) (235,625)(B) 176,096 (D)	$4,009,382
Fleet leasing (net of depreciation and interest costs of $1,132,408) ...	56,660			56,660
Other................................	421,919	5,718	(18,417)(D)	409,220
Net revenues.........................	3,912,496	628,877	(66,111)	4,475,262
EXPENSES				
Operating............................	1,396,504	479,075	79,886 (D) (75,636)(E) (227,363)(F)	1,652,466
Marketing and reservation............	1,089,482	128,607		1,218,089
General and administrative...........	339,543	6,114	(416)(I)	345,241
Merger related costs and other unsual charges (L)	179,945			179,945
Depreciation and amortization.........	167,907	40,884	25,517 (G)	234,308
Interest, net.........................	25,445	(17,728)	11,718 (H) 6,000 (D) 22,775 (C)	48,210
Total expenses........................	3,198,826	636,952	(157,519)	3,678,259
Income (loss) before income taxes	713,670	(8,075)	91,408	797,003
Provision (benefit) for income taxes ..	290,059	(6,689)	40,204 (J)	323,574
Net income (loss).....................	$ 423,611	$ (1,386)	$ 51,204	$ 473,429
PER SHARE INFORMATION (PRIMARY)				
Net income...........................	$ .53			$ .57
Weighted average shares outstanding ..	814,292		30,505 (K)	844,797
PER SHARE INFORMATION (FULLY DILUTED)				
Net income...........................	$ .52			$ .56
Weighted average shares outstanding ..	820,586		30,505 (K)	851,091

See notes to unaudited pro forma consolidated statement of income.

CENDANT CORPORATION
UNAUDITED HISTORICAL CONSOLIDATING STATEMENT OF OPERATIONS
OF ACQUIRED COMPANIES
FOR THE YEAR ENDED DECEMBER 31, 1996
(in thousands)

	HISTORICAL (1)				
	AVIS, (2) AS ADJUSTED	RCI	COLDWELL BANKER	OTHER 1996 ACQUISITIONS	TOTAL HISTORICAL
NET REVENUES					
Service fees	$32,335	$284,996	$295,478	$10,350	$623,159
Other			4,067	1,651	5,718
Net revenues	32,335	284,996	299,545	12,001	628,877
EXPENSES					
Operating	25,379	130,113	312,348	11,235	479,075
Marketing and reservation		128,607			128,607
Depreciation and amortization	15,345	16,097	9,021	421	40,884
Interest, net		(22,376)	3,155	1,493	(17,728)
Other		4,838	512	764	6,114
Total expenses	40,724	257,279	325,036	13,913	636,952
Income (loss) before income taxes	(8,389)	27,717	(25,491)	(1,912)	(8,075)
Provision (benefit) for income taxes	99	3,644	(10,432)		(6,689)
Net income (loss)	$(8,488)	$ 24,073	$(15,059)	$(1,912)	$ (1,386)

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(1) Reflects results of operations for the period from January 1, 1996 to the respective dates of acquisition.

(2) The historical consolidated statement of operations of Avis, as adjusted, has been adjusted to present only the historical operating results of the portion of Avis intended to be retained by Cendant.

Note: Certain reclassifications have been made to the historical results of acquired companies to conform to Cendant's pro forma classification.

CENDANT CORPORATION
UNAUDITED HISTORICAL CONSOLIDATING STATEMENT OF OPERATIONS
OF OTHER 1996 ACQUISITIONS
FOR THE YEAR ENDED DECEMBER 31, 1996
(in thousands)

	HISTORICAL (1)			
	CENTURY 21 NORS	TRAVELODGE	ERA	TOTAL HISTORICAL
NET REVENUES				
Service fees	$6,668	$688	$ 2,994	$10,350
Other	449		1,202	1,651
Net revenues	7,117	688	4,196	12,001
EXPENSES				
Operating	7,566	552	3,117	11,235
Depreciation and amortization	285		136	421
Interest, net	2		1,491	1,493
Other			764	764
Total expenses	7,853	552	5,508	13,913
Income (loss) before income taxes	(736)	136	(1,312)	(1,912)
Provision for income taxes				
Net income (loss)	$ (736)	$136	$(1,312)	$(1,912)

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(1) Reflects results of operations for the period from January 1, 1996 to the respective dates of acquisition.

Note: Certain reclassifications have been made to the historical results of acquired companies to conform to Cendant's pro forma classification.

A. SERVICE FEE REVENUE:

The pro forma adjustment reflects the elimination of franchise revenue paid by the Century 21 NORS to Century 21 under sub-franchise agreements (offset against operating expense--see Note E) and the addition of franchise fees to be received under franchise contracts with owned brokerage offices upon contribution of the Owned Brokerage Business to the Trust. Pro forma adjustments to service fee revenue consist of the following ($000's):

Eliminate:	
Century 21 revenue included as Century 21 NORS operating expense	$(1,003)
Add:	
Franchise fees from Owned Brokerage Business	12,838
Total	$11,835

The Franchise fees from the Owned Brokerage Business, which are based on the franchise contracts with the Trust, are calculated at approximately 5.7% of gross commissions earned by the Owned Brokerage Business on sales of real estate properties.

B. OWNED BROKERAGE BUSINESS REVENUE:

The pro forma adjustment reflects the elimination of revenue generated from Coldwell Banker's 318 formerly owned brokerage offices. Cendant contributed the net assets of the Owned Brokerage Business to the Trust upon consummation of the Coldwell Banker acquisition.

C. OTHER REVENUE:

The pro forma adjustment reflects the elimination of revenue associated with investment income generated from RCI cash and marketable securities which were distributed in the form of a dividend to the former shareholder of RCI prior to consummation of the RCI acquisition.

D. CAR RENTAL OPERATING COMPANY OPERATIONS:

At the time Cendant acquired Avis, it had developed and announced a plan (the "Plan") to do the following:

1. Retain certain assets acquired including; the reservation system, franchise agreements, trademarks, tradenames and certain liabilities.

2. Segregate the assets used in the car rental operations of ARAC and dispose of approximately 75% of ARAC within one year through an initial public offering ("IPO") thereby diluting Cendant's interest to approximately 25%. All of the proceeds from the IPO would be retained by ARAC.

3. Enter into a license agreement with ARAC licensing its use of the trademarks and tradename under which Cendant is to provide other franchise services.

In September 1997, ARAC completed an IPO which diluted Cendant's equity interest in ARAC to approximately 27.5%. The actual results of the IPO and its related impact on the unaudited pro forma consolidated statement of income for the year ended December 31, 1996 does not differ materially from the pro forma effects of the assumptions and estimates used in the preparation of such financial statement.

The pro forma adjustments are comprised of the following ($000's):

	FOR THE PERIOD JANUARY 1, 1996 THROUGH OCTOBER 16, 1996		FOR THE PERIOD OCTOBER 17, 1996 THROUGH DECEMBER 31, 1996		TOTAL
Historical income before taxes from ARAC car rental operations		$ 69,799			
ADJUSTMENTS TO ARAC:					
ELIMINATION OF HISTORICAL EXPENSE ASSOCIATED WITH:					
Reservation and information technology services (Cendant Expense)(i)	$ 63,594		$ 16,292		$ 79,886
Depreciation and amortization	27,425				
ADDITION OF PRO FORMA EXPENSES ASSOCIATED WITH:					
Depreciation and amortization (ii)	(14,504)				
Increased financing costs (iii)	(803)	75,712		$ 16,292	
CENDANT SERVICE FEE ADJUSTMENTS:					
Reservation and information technology services (i)	(63,594)		(16,292)		
Service fees from franchised locations (iv)	(15,562)		(4,289)		
Royalty payment from Avis Inc. to Cendant (v)	(61,505)	(140,661)	(14,854)	(35,435)	$(176,096)
Adjusted income (loss) before taxes from ARAC		4,850		(19,143)	
Provision for income taxes		1,945			
Adjusted net income (loss) from ARAC		2,905		(19,143)	
Cendant's ownership percentage		25%		100%	
Cendant's equity in earnings (loss) of Avis Inc.'s car rental operations		$ 726		$(19,143)	$ (18,417)
OTHER REVENUE ADJUSTMENT:					
Elimination of historical interest income related to cash consideration portion of Avis acquisition (vi)		$ 6,000		$ --	$ 6,000

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(i) Subsequent to the IPO, Cendant retained and operates the telecommunications and computer processing system which services ARAC for reservations, rental agreement processing, accounting and fleet control. The pro forma adjustment reflects a planned contractual agreement with ARAC, under which Cendant charges ARAC at cost for reservation and information technology services provided.

(ii) The estimated fair value of Avis property and equipment intended to be retained by ARAC is $101.0 million, comprised primarily of furniture, fixtures, and leasehold improvements, which is amortized on a straight-line basis over the estimated useful lives, which average seven years. Goodwill acquired by ARAC is valued at $154.0 million and is amortized on a straight line basis over a benefit period of 40 years.

(iii) In connection with the acquisition of Avis, approximately $1 billion of tax-advantaged debt was repaid and replaced by a similar amount of non tax-advantaged debt. This resulted in an increase in interest rates, due to the loss of tax benefits from the Employee Stock Ownership Plan ("ESOP") financing which were passed through from various lenders to Avis ($000's):

Eliminate former facilities..................	$(127,018)
Add current facilities	127,821
Increased financing cost ...	$ 803

(iv) Reflects historical franchise fee revenue from third parties.

(v) In connection with the IPO of ARAC, Cendant entered into a 50-year master license agreement with ARAC for ARAC's use of the Avis trademarks and tradename and receives royalty fees based upon 4% of ARAC revenue, escalating to 4.5% of ARAC revenue over a 5-year period. The pro forma adjustment reflects the royalty payment to be made to Cendant from ARAC which is calculated at 4.0% of the revenues generated by ARAC. Such payments are calculated as follows ($000's):

Revenues generated by ARAC..	$1,908,985
Royalty percentage..........	4.0%
Royalty payment to Cendant....................	$ 76,359

(vi) The pro forma adjustment eliminates historical interest income on the portion of cash generated from the Second Quarter 1996 Offering which was used to finance the Avis acquisition.

E. OPERATING EXPENSE:

The pro forma adjustments reflects the elimination of; (i) royalty payments made by the Century 21 NORS to Century 21 under subfranchise agreements (offset against service fee revenue--see Note A); (ii) the payment of Coldwell Banker stock options as a result of change in control provisions in connection with the acquisition of Coldwell Banker by Cendant and; (iii) a one-time bonus payment paid to RCI employees by the former shareholder of RCI pursuant to the stock purchase agreement in connection with the acquisition of RCI by Cendant ($000's).

Franchise fees........	$ 1,003
Stock option expense..	40,801
Bonus payment.........	33,832
Total.................	$75,636

F. OPERATING EXPENSE:

The pro forma adjustment reflects the elimination of expenses associated with Coldwell Banker's formerly owned brokerage offices (see Note B). The majority of Owned Brokerage Business expenses are directly attributable to such business. Based on Cendant's due diligence of Coldwell Banker, Cendant determined that common expenses were allocated to the Owned Brokerage Business based on a reasonable allocation method. Such allocations were based on the ratio of number of employees, the amount of space occupied and revenue generated by the Owned Brokerage Business relative to Coldwell Banker in the aggregate and multiplied by corresponding common costs as appropriate to determine allocable expenses.

G. DEPRECIATION AND AMORTIZATION:

The pro forma adjustment for depreciation and amortization is comprised of ($000's):

	RCI	AVIS	COLDWELL BANKER	OTHER 1996 ACQUISITIONS	TOTAL
Elimination of historical expense	$(16,097)	$(15,345)	$(9,021)	$ (421)	$(40,884)
Property, equipment and furniture and fixtures............................	6,686	4,924	482	--	12,092
Intangible assets.....................	20,114	24,658	8,495	1,042	54,309
Total................................	$ 10,703	$ 14,237	$ (44)	$ 621	$ 25,517

RCI

The fair value of RCI's property and equipment is estimated at approximately $55.7 million and is amortized on a straight-line basis over the estimated useful lives, ranging from 7 to 30 years.

RCI's intangible assets consist of customer lists and goodwill. The fair value of RCI's customer lists are approximately $100 million and are amortized on a straight-line basis over the period to be benefited which is 10 years. The fair value ascribed to customer lists is determined based on the historical renewal rates of RCI members. Goodwill is valued at approximately $477.7 million and is determined to have a benefit period of 40 years, which is based on RCI being a leading provider of services to the timeshare industry, which includes being the world's largest provider of timeshare exchange programs.

Avis

The estimated fair value of Avis's property and equipment retained by Cendant is $96.0 million, comprised primarily of reservation equipment and related assets and to the Avis Headquarters office. Such property and equipment is amortized on a straight-line basis over the estimated benefit periods ranging from 5 to 30 years. Avis's intangible assets recorded by Cendant (not applicable to ARAC) are comprised of the Avis trademark, a reservation system and customer data base, and goodwill. The fair value of the Avis trademark is approximately $400 million and is amortized on a straight-line basis over a benefit period of 40 years. The reservation system and customer data base are valued at approximately $95.0 million and $14.0 million, respectively and are amortized on a straight line basis over the periods to be benefited which are 10 years and 6.5 years, respectively.

Goodwill applicable to the allocated portion of the business to be retained by Cendant is valued at approximately $334.0 million and is determined to have a benefit period of 40 years. This benefit period is based on Avis' position as the second largest car rental system in the world, the recognition of its brand name in the car rental industry and the longevity of the car rental business.

Coldwell Banker

The fair value of Coldwell Banker's property and equipment (excluding land) of $15.7 million, is amortized on a straight-line basis over the estimated benefit periods ranging from 5 to 25 years. Coldwell Banker's intangible assets are comprised of franchise agreements and goodwill. The franchise agreements with the brokerage offices comprising the Trust are valued independently of all other franchise agreements with Coldwell Banker affiliates. Franchise agreements within the Trust and independent of the Trust are valued at $218.5 million and $218.7 million, respectively, and are amortized on a straight line basis over the respective benefit periods of 40 years and 35 years, respectively. The benefit period associated with Trust franchise agreements was based upon a long history of gross commission sustained by the Trust. The benefit period associated with the Coldwell Banker affiliates' franchise agreements was based upon the historical profitability of such agreements and historical renewal rates. Goodwill is valued

at approximately $351.8 million and is determined to have a benefit period of 40 years. This benefit period is based on Coldwell Banker's position as the largest gross revenue producing real estate company in North America, the recognition of its brand name in the real estate brokerage industry and the longevity of the real estate brokerage business.

Other 1996 Acquisitions

The fair values of Other 1996 Acquisitions franchise agreements aggregate $61.0 million and are being amortized on a straight-line basis over the periods to be benefited, which range from 12 to 30 years. The estimated fair values of Other Acquisitions goodwill aggregate $187.4 million and are each being amortized on a straight-line basis over the periods to be benefited, which are 40 years.

H. INTEREST EXPENSE:

Elimination of historical interest expense of ($000's):	
Coldwell Banker	(3,155)
RCI	(399)
Other 1996 Acquisitions	$(1,493)
RCI	15,495
4-3/4% Notes to finance Other 1996 Acquisitions	1,270
Total	$11,718

RCI

The pro forma adjustment reflects the recording of interest expense on $285 million of borrowings under Cendant's revolving credit facilities at an interest rate of 6.3% which is the variable rate in effect on the date of borrowing. Borrowings represent the amount used as partial consideration in the RCI acquisition.

4-3/4% Notes

The pro forma adjustment reflects interest expense and amortization of deferred financing costs related to the February 1996 issuance of the 4-3/4% Notes (5.0% effective interest rate) to the extent that such proceeds were used to finance the acquisitions of ERA ($36.8 million), Travelodge ($39.3 million), and the Century 21 NORS ($95.0 million).

Effect of a 1/8% variance in variable interest rates

As mentioned above, interest expense was incurred on borrowings under the Cendant's revolving credit facility which partially funded the acquisition of RCI. Cendant recorded interest expense using the variable interest rate in effect on the respective borrowing dates. The effect on pro forma net income assuming a 1/8% variance in the variable interest rate used to calculate interest expense is immaterial.

I. OTHER EXPENSES:

The pro forma adjustment eliminates charitable contributions made by the former stockholder of RCI.

J. INCOME TAXES:

The pro forma adjustment to income taxes is comprised of ($000's):

Reversal of historical (provision) benefit of:

Cendant	$(290,059)
RCI	(3,644)
Avis	(99)
Coldwell Banker	10,432
Pro forma provision	323,574
Total	$ 40,204

The pro forma provisions for taxes were computed using pro forma pre-tax amounts and the provisions of Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes."

K. WEIGHTED AVERAGE SHARES OUTSTANDING:

The pro forma adjustment to weighted average shares outstanding consist of the following (000's):

	ISSUANCE PRICE PER SHARE	WEIGHTED AVERAGE SHARES	ACQUISITION DATE
Avis Offering	$30.82	8,701	October 17, 1996
RCI	$31.21	2,074	November 12, 1996
Second Quarter 1996 Offering--Coldwell Banker	$24.96	12,857	May 31, 1996
Second Quarter 1996 Offering--Avis	$24.96	6,128	October 17, 1996
Century 21 NORS	$20.74	745	April 3, 1996
Total		30,505	

The unaudited Pro Forma Statement of Income of Cendant for the year ended December 31, 1996 is presented as if the acquisitions took place at the beginning of the period thus, the stock issuances referred to above are considered outstanding as of the beginning of the period for purposes of per share calcuations.

L. DAVIDSON, SIERRA AND IDEON MERGER RELATED COSTS AND OTHER UNUSUAL CHARGES

Includes merger related costs and other unusual charges of $179.9 million ($118.7 million, after-tax), recorded by Cendant in connection with its 1996 mergers with Davidson and Associates, Inc., Sierra On-Line, Inc. and Ideon Group Inc.

CENDANT MERGER RELATED COSTS AND OTHER UNUSUAL CHARGES

Cendant, formerly CUC International, Inc. ("CUC"), incurred merger related costs and other unusual charges of $844.9 million ($589.8 million, after-tax) coincident with the merger of CUC with HFS Incorporated on December 17, 1997.