

=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
(AMENDMENT NO. 33)
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

AMERICAN BANKERS INSURANCE GROUP, INC.
(NAME OF SUBJECT COMPANY)

SEASON ACQUISITION CORP.
CENDANT CORPORATION
(Bidders)
COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(INCLUDING THE ASSOCIATED PREFERRED STOCK PURCHASE RIGHTS)
(Title of Class of Securities)
024456 10 5
(CUSIP Number of Class of Securities)

JAMES E. BUCKMAN, ESQ.
SENIOR EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
CENDANT CORPORATION
6 SYLVAN WAY
PARSIPPANY, NEW JERSEY 07054
TELEPHONE: (973) 428-9700
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Bidders)

WITH A COPY TO:
DAVID FOX, ESQ.
ERIC J. FRIEDMAN, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
919 THIRD AVENUE
NEW YORK, NEW YORK 10022
TELEPHONE: (212) 735-3000

=====

This Amendment No. 33 amends the Tender Offer Statement on Schedule 14D-1 initially filed on January 27, 1998 (as amended, the "Schedule 14D-1") by Cendant Corporation, a Delaware corporation ("Parent"), and its wholly owned subsidiary, Season Acquisition Corp., a New Jersey corporation ("Purchaser"), relating to Purchaser's tender offer for 23,501,260 outstanding shares of common stock, par value \$1.00 per share, of American Bankers Insurance Group, Inc., a Florida corporation (the "Company") upon the terms and subject to the conditions set forth in the Offer to Purchase, dated January 27, 1998 (the "Offer to Purchase"), the Supplement thereto, dated March 16, 1998 (the "First Supplement"), the Second Supplement thereto, dated March 24, 1998 (the "Second Supplement"), and the revised Letters of Transmittal (which, together with any amendments or supplements thereto, constitute the "Offer"). Unless otherwise defined herein, all capitalized terms used herein shall have the respective meanings given such terms in the Offer to Purchase, the First Supplement or the Schedule 14D-1.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended as follows:

- (a)(44) Text of Press Release issued by Parent on March 25, 1998.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 25, 1998

CENDANT CORPORATION

By: /s/ James E. Buckman

Name: James E. Buckman

Title: Senior Executive Vice

President and General Counsel

SEASON ACQUISITION CORP.

By: /s/ James E. Buckman

Name: James E. Buckman

Title: Executive Vice President

EXHIBIT INDEX

EXHIBIT
NUMBER

(a)(44) Text of Press Release issued by Parent on March 25, 1998.

FOR IMMEDIATE RELEASE

CENDANT EXTENDS \$67 PER SHARE TENDER OFFER
FOR AMERICAN BANKERS INSURANCE GROUP TO APRIL 6

Stamford, CT and Parsippany, NJ, March 25, 1998 -- Cendant Corporation (NYSE: CD) announced today it has amended its cash tender offer to purchase approximately 23.5 million common shares of American Bankers Insurance Group, Inc. (NYSE: ABI) at a price of \$67 per share in light of the definitive merger agreement entered into on March 23, 1998 between Cendant Corporation and American Bankers. The offer, which commenced on March 16, 1998, and was scheduled to expire at 12:00 midnight, New York City time, on Friday, March 27, has been extended through 12:00 midnight, New York City time, on Monday, April 6, 1998, unless further extended.

Pursuant to the merger agreement, Cendant will acquire American Bankers for cash and stock valued at \$67 per share, for an aggregate consideration of approximately \$3.1 billion. Under the terms of the merger agreement, Cendant will purchase 23.5 million shares of American Bankers through a cash tender offer, and will pay \$67 per share in Cendant shares for the remainder of American Bankers shares outstanding in a second step merger.

As of 5:00 p.m. on March 24, 1998, 11,117,949 shares of American Bankers' stock had been tendered to Cendant under the terms of the offer, including 3,137,541 shares tendered pursuant to notices of guaranteed delivery.

The Information Agent for the Cendant offer is Innisfree M&A Incorporated. The Dealer Managers are Lehman Brothers and Merrill Lynch & Co.

Cendant (NYSE: CD) is the world's premier provider of consumer and business services. With a market capitalization in excess of \$30 billion, it ranks among the 100 largest U.S. corporations. Cendant operates in three principal segments: Membership, Travel and Real Estate Services. In Membership Services, Cendant provides access to

travel, shopping, auto, dining, and other services through more than 66.5 million memberships worldwide. In Travel Services, Cendant is the leading franchisor of hotels and rental car agencies worldwide, the premier provider of vacation exchange services and the second largest fleet management company. In Real Estate Services, Cendant is the world's premier franchisor of residential real estate brokerage offices, a major provider of mortgage services to consumers and a global leader in corporate employee relocation. Headquartered in Stamford, CT and Parsippany, NJ, the company has more than 34,000 employees, operates in over 100 countries and makes approximately 100 million customer contracts annually.

Investor Contact:
Laura P. Hamilton
Senior Vice President
Corporate Communications
and Investor Relations
(203)965-5114

Media Contact:
Elliot Bloom
Vice President
Public Relations
(973) 496-8414

or:
Jim Fingeroth
Kekst and Company
(212) 521-4800