

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14D-1  
(AMENDMENT NO. 3)  
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
AND  
SCHEDULE 13D  
(AMENDMENT NO. 2)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

JACKSON HEWITT INC.  
(Name of subject company [Issuer])

HJ ACQUISITION CORP.  
CENDANT CORPORATION  
(Bidders)

COMMON STOCK, \$.02 PAR VALUE  
(Title of Class and Securities)

468201-10-8  
(CUSIP Number of Class of Securities)

JAMES E. BUCKMAN, ESQ.  
CENDANT CORPORATION  
6 SYLVAN WAY  
PARSIPPANY, NEW JERSEY 07054  
(973) 428-9700  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

SCHEDULES 14D-1 AND 13D

CUSIP No. 468201-10-8

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(1) NAMES OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
  
HJ Acquisition Corp.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
  
 (a)   
 (b)

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(3) SEC USE ONLY

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(4) SOURCE OF FUNDS\*  
  
AF

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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Virginia

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 6,442,154
	(8) SHARED VOTING POWER -0-
	(9) SOLE DISPOSITIVE POWER 6,442,154
	(10) SHARED DISPOSITIVE POWER -0-

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,442,154

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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Approximately 95.6% of the Shares outstanding

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(14) TYPE OF REPORTING PERSON\*

CO

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SCHEDULES 14D-1 AND 13D

CUSIP No. 468201-10-8

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(1) NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Cendant Corporation (successor by merger to HFS Incorporated)

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ( )

(b) ( )

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(3) SEC USE ONLY

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(4) SOURCE OF FUNDS\*

WC or BK

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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ( )

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 6,442,154
	(8) SHARED VOTING POWER -0-
	(9) SOLE DISPOSITIVE POWER 6,442,154
	(10) SHARED DISPOSITIVE POWER -0-

---

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,442,154

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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN  
SHARES\* ( )

---

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Approximately 95.6% of the Shares outstanding

---

(14) TYPE OF REPORTING PERSON\*

CO

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This Amendment amends the combined Tender Offer Statement on Schedule 14D-1 and Statement on Schedule 13D initially filed on November 25, 1997 (as amended, the "Statement") by HFS Incorporated, a Delaware corporation (the "Parent"), and its wholly owned subsidiary HJ Acquisition Corp., a Virginia corporation (the "Purchaser"), relating to the Purchaser's tender offer for all of the outstanding shares of common stock, par value \$.02 per share, of Jackson Hewitt Inc., a Virginia corporation. Cendant Corporation is the successor by merger to Parent. Unless otherwise defined herein, all capitalized terms used herein shall

have the respective meanings given such terms in the Statement.

Item 6. Interest in Securities of the Subject Company.

Item 6 is hereby amended to add the following:

Following expiration of the Offer at 5:00 p.m., New York City Time, on January 5, 1998, the Purchaser accepted for payment all Shares validly tendered and not withdrawn pursuant to the Offer. The Purchaser has been informed by the Depositary that, after giving effect to Shares tendered pursuant to the guaranteed delivery procedures, 6,442,154 Shares, representing approximately 95.6 percent of the outstanding Shares, were validly tendered and not withdrawn pursuant to the Offer.

Item 11. Material To Be Filed as Exhibits.

Item 11 is hereby amended to add the following:

(a)(10) Text of press release, dated January 6, 1998.

SIGNATURES

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

Dated: January 6, 1998

HJ ACQUISITION CORP.

By: /s/ James E. Buckman

Name: James E. Buckman  
Title: Vice President and Secretary

CENDANT CORPORATION

By: /s/ James E. Buckman

Name: James E. Buckman  
Title: Senior Executive Vice President &  
General Counsel

EXHIBIT INDEX

Exhibit No.	Description
(a)(10)	Text of press release, dated January 6, 1998.

CENDANT CORPORATION COMPLETES TENDER OFFER  
FOR JACKSON HEWITT INC.

STAMFORD, CT AND PARSIPPANY, NJ, JANUARY 6, 1998 - Cendant Corporation (NYSE: CD) announced today that it has completed its tender offer for all outstanding shares of Jackson Hewitt Inc. (JTAX) common stock at \$68.00 per share. The tender offer expired at 5:00 p.m. yesterday. Cendant Corporation has been advised by the depository for the tender offer that as of the expiration of the offer approximately 6,442,154 shares of JTAX common stock were validly tendered and not withdrawn (including 86,674 shares tendered pursuant to the procedures for guaranteed delivery), representing 95.6% of total shares outstanding. As previously announced, Cendant Corporation plans to acquire the remaining Jackson Hewitt common shares at \$68.00 per share through a cash merger, expected to be completed shortly.

Jackson Hewitt is the second largest tax preparation service system in the United States with locations in 41 states. The company franchises a system of approximately 2,050 offices that specialize in computerized preparation of federal and state individual income tax returns. There are over 114 million tax returns filed annually in the United States with more than 50 percent prepared by a paid service. The Jackson Hewitt system currently has a 1 percent share of total tax returns. H&R Block is the country's largest tax preparation service with a 12 percent market share.

Cendant Corporation is a global provider of consumer and business services, and 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 73 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. A pioneer in interactive shopping, Cendant is a major online commerce facilitator, with more than \$1 billion in yearly sales through its netMarket and other interactive services.

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