

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

CENDANT CORPORATION

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(Exact Name of Registrant as Specified in its Charter)

Delaware

06-0918165

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State of incorporation of Organization

I.R.S. Employer Identification No.:

Cendant Corporation

6 Sylvan Way

Parsippany, New Jersey 07054

07054

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(Address of Principal Executive Officer)

(Zip Code)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box.

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box.

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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Growth PRIDES

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New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

The classes of securities to be registered hereby are the Growth PRIDES, of Cendant Corporation, a Delaware corporation.

For a description of the Growth PRIDES, reference is made to Amendment No. 3 to the Registration Statement on Form S-3 of Cendant Corporation, among other registrants (Registration No. 333-45227), filed with the Securities and Exchange Commission on February 20, 1998, and the forms of prospectus and prospectus supplement for the Growth PRIDES, included therein, which description is incorporated herein by reference. Definitive copies of the prospectus and the prospectus supplement describing the Growth PRIDES will be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and shall be incorporated by reference into this Registration Statement on Form 8-A.

### Item 2. Exhibits

1. Form of Purchase Contract Agreement, between Cendant Corporation and The First National Bank of Chicago, as Purchase Contract Agent (incorporated herein by reference to Exhibit 4-18 of Amendment No. 3 to the Registration Statement).
2. Form of Pledge Agreement, among Cendant Corporation, The Chase Manhattan Bank, as Collateral Agent, and The First National Bank of Chicago, as Purchase Contract Agent (incorporated herein by reference to Exhibit 4-19 of Amendment No. 3 to the Registration Statement).
3. Forms of Income PRIDES and Growth PRIDES (incorporated herein by reference to Exhibit A and Exhibit B of Exhibit 4-19 of Amendment No. 3 to the Registration Statement).
4. Form of Amended and Restated Declaration of Trust, between James E. Buckman and Michael P. Monaco as Regular Trustees, Cendant Corporation and Wilmington Trust Company as Institutional Trustee (incorporated herein by reference to Exhibit 4-10 of Amendment No. 3 to the Registration Statement).

5. Form of Preferred Security (incorporated herein by reference to Exhibit 4-10 of Amendment No. 3 to the Registration Statement).
6. Form of Supplemental Indenture to Subordinated Debt Securities Indenture, among Cendant Corporation and The Bank of Nova Scotia Trust Company of New York as Indenture Trustee (incorporated herein by reference to Exhibit 4-22 of Amendment No. 3 to the Registration Statement).
7. Form of Debenture (incorporated herein by reference to Exhibit 4-20 of Amendment No. 3 to the Registration Statement).
8. Form of Guarantee Agreement, among Wilmington Trust Company as Institutional Trustee and Cendant Corporation (incorporated herein by reference to Exhibit 4-13 of Amendment No. 3 to the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registration has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

CENDANT CORPORATION

Dated: February 23, 1998

By: /s/ James E. Buckman

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James E. Buckman  
Senior Executive Vice  
President and General  
Counsel