

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO-T/A

(Rule 14d-100)

Tender Offer Statement Under Section 14(d) (1) or Section 13(e) (1) of
the Securities Exchange Act of 1934

(Amendment No. 3)

CHEAP TICKETS, INC.

(Name of Subject Company (issuer))

Diamondhead Acquisition Corporation

Cendant Corporation

(Names of Filing Persons (Offerors))

Common Stock, par value \$0.001 per Share

(Titles of Classes of Securities)

151310

(CUSIP Number of Class of Securities)

James E. Buckman, Esq.

Vice Chairman and General Counsel

Cendant Corporation

9 West 57th Street

New York, New York 10019

(212) 413-1800

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of
the filing person)

Copies to:

Kenton J. King, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP
525 University Ave., Suite 1100
Palo Alto, California 94301
(650) 470-4500

Eric J. Bock

Senior Vice President, Law and
Corporate Secretary
Cendant Corporation
9 West 57th Street
New York, New York 10019
(212) 413-1800

CALCULATION OF FILING FEE

Transaction Valuation*
\$406,241,791

Amount of Filing Fee**
\$81,249

* Estimated for purposes of calculating the filing fee only. This calculation assumes the purchase of 23,299,413 shares of common stock of Cheap Tickets, Inc. at the tender offer price of \$16.50 per share of common stock. The transaction value also includes the offer price of \$16.50 less \$11.16, which is the average exercise price of outstanding options, multiplied by 2,652,698, the estimated number of options outstanding. The transaction value further includes the offer price of \$16.50 less \$11.805, which is

the exercise price of outstanding warrants, multiplied by 1,626,426, the number of warrants outstanding.

** The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50 of 1% of the transaction valuation.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$81,249 Filing Parties: Diamondhead Acquisition Corporation and Cendant Corporation

Form or Registration No.: SC TO-T Date Filed: August 23, 2001

[_] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- [X] third-party tender offer subject to Rule 14d-1.
- [_] issuer tender offer subject to Rule 13e-4.
- [_] going-private transaction subject to Rule 13e-3.
- [_] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

[_]

This Amendment No. 3 (the "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), as amended through the date hereof, filed initially with the Securities and Exchange Commission on August 23, 2001 by Diamondhead Acquisition Corporation (the "Purchaser"), a Delaware corporation, and Cendant Corporation ("Parent"), a Delaware corporation, relating to the third-party tender offer by the Purchaser to purchase all issued and outstanding shares of common stock, par value \$0.001 per share (the "Shares"), of Cheap Tickets, Inc., a Delaware corporation (the "Company"), at \$16.50 per share net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 23, 2001 and filed as Exhibit (a)(1)(A) to the Schedule TO (the "Offer to Purchase") and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Items 1, 4 and 11.

Items 1, 4 and 11 of the Schedule TO are hereby amended and supplemented to add the following:

"On September 24, 2001, the Purchaser issued a press release announcing that it has extended its offer to purchase, for \$16.50 per share, all outstanding shares of common stock of the Company until midnight, Friday, October 5, 2001. The Offer had previously been scheduled to expire on September 21, 2001. Based on information provided by the Depository to Parent, as of midnight on Friday, September 21, 2001, stockholders of the Company had tendered into the offer 20,364,798 shares of Company common stock, which represents approximately 86% of the Company's outstanding common stock. The Depository has also advised Parent that notices of guaranteed delivery have been received in respect of approximately three million shares. A copy of the press release is filed as Exhibit (a)(1)(L) and is incorporated herein by reference. The letter dated September 23, 2001 from Samuel L. Katz of Cendant Corporation to Sam E. Galeotos of Cheap Tickets, pursuant to which Parent and Purchaser exercised their rights to extend the Offer, is filed as Exhibit (a)(1)(M) and is incorporated herein by reference."

Item 12. Exhibits.

Item 12 is hereby amended and supplemented to add the following exhibits:

"(a)(1)(L) Press Release issued by Parent, dated September 24, 2001."

"(a)(1)(M) Letter dated September 23, 2001 from Samuel L. Katz of Cendant Corporation to Sam E. Galeotos of Cheap Tickets."

SIGNATURES

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

DIAMONDHEAD ACQUISITION CORPORATION

By: /s/ Eric J. Bock

Name: Eric J. Bock

Title: Senior Vice President and Secretary

CENDANT CORPORATION

By: /s/ Eric J. Bock

Name: Eric J. Bock

Title: Senior Vice President, Law and

Corporate Secretary

Dated: September 24, 2001

Exhibit (a) (1) (L)

CENDANT CORPORATION EXTENDS TENDER OFFER FOR CHEAP TICKETS SHARES

New York, New York, September 24, 2001 -- Cendant Corporation (NYSE: CD) announced today that its wholly owned subsidiary, Diamondhead Acquisition Corporation, is extending its offer to purchase, for \$16.50 per share, all outstanding shares of common stock of Cheap Tickets, Inc. (Nasdaq: CTIX) until midnight, Friday, October 5, 2001. The offer had previously been scheduled to expire on September 21, 2001.

Cendant has been advised by Mellon Investor Services LLC, the depositary for the tender offer, that as of midnight on Friday, September 21, 2001, stockholders of Cheap Tickets, Inc. had tendered into the offer 20,364,798 shares of Cheap Tickets common stock, which represents approximately 86% of Cheap Tickets' outstanding common stock. Mellon has also advised Cendant that notices of guaranteed delivery have been received in respect of approximately three million additional shares. Under the terms of the Agreement and Plan of Merger, dated August 13, 2001, by and among Cendant, Diamondhead and Cheap Tickets, the offer to purchase may be extended under certain situations for ten business days, including if the number of shares validly tendered and not properly withdrawn is less than 90% of all outstanding shares. Diamondhead is extending the offer in order to obtain 90% of all outstanding shares. The terms of the extended offer are identical to the original offer as set forth in offering materials filed with the Securities and Exchange Commission except that in connection with such extension Diamondhead is waiving all conditions to the offer other than, in accordance with the terms of the Merger Agreement, the conditions relating to the accuracy of representations and warranties regarding the capitalization of Cheap Tickets and the absence of governmental actions affecting the transaction.

Cendant noted that even at levels of bookings experienced during the past several days, based on actions taken by Cheap Tickets management and assuming the completion of Cendant's acquisition of Galileo International, Inc., the impact of the Cheap Tickets transaction is not expected to be dilutive to Cendant's 2002 earnings per share. The purchase price for Cheap Tickets, net of cash, is approximately \$280 million.

Cendant Corporation is primarily a provider of travel and residential real estate services. With approximately 57,000 employees, New York City-based Cendant provides these services to businesses and consumers in over 100 countries.

More information about Cendant, its companies, brands and current SEC filings may be obtained by visiting the Company's Web site at www.Cendant.com or by calling 877-4INFO-CD (877-446-3623).

Cheap Tickets is a leading seller of discount leisure travel products, with the majority of sales derived from non-published and published airline tickets both on-line and off-line.

Statements in this release which are not historical statements or information,

including statements about the impact of the acquisition of Cheap Tickets on our future earnings, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and the current economic environment. The Company cautions that these statements are not guarantees of future performance. Factors that could cause actual results to differ materially from these forward-looking statements include, but, are not limited to the following: restrictions imposed on air travel by the federal government, the willingness of passengers to continue to travel generally, the willingness of consumers to spend notwithstanding fears relating to the global economy and other effects of the recent terrorist attacks. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements are specified in Cendant's Form 10-K/A for the year ended December 31, 2000, in Forms 10-Q for subsequent quarters of fiscal 2001 and in subsequently filed periodic reports. In addition other risks specific to Cheap Tickets' business are detailed in Cheap Ticket's Form 10-K for the fiscal year ended December 31, 2000, Forms 10-Q for subsequent quarters of fiscal 2001 and subsequently filed periodic reports, if any. The completion of the acquisition of Galileo International, Inc. is subject to the satisfaction of the conditions thereto as set forth in the applicable documents governing that transaction. These forward-looking statements incorporate projections. Such projections were not prepared in accordance with published guidelines of the American Institute of Certified Public Accountants or the SEC regarding projections and forecasts, nor have such projections been audited, examined or otherwise reviewed by independent auditors of Cendant or its affiliates. In addition, such projections are based upon many estimates and are inherently subject to significant economic and competitive uncertainties and contingencies, many of which are beyond the control of management of Cendant and its affiliates. Accordingly, actual results may be materially higher or lower than those projected and neither Cendant nor its affiliates is hereby making any representation that such projections will prove to be correct.

Media Contact:
Elliot Bloom
212-413-1832

Investor Contacts:
Denise Gillen
212-413-1833

Sam Levenson
212-413-1834

Cendant Corporation, 9 West 57th Street, New York, New York 10019

September 23, 2001

BY FACSIMILE

Cheap Tickets, Inc.
1440 Kapiolani Blvd.
Honolulu, Hawaii 96814
Attention: Sam E. Galeotos
President & CEO

Dear Sam:

Reference is made to the Agreement and Plan of Merger (the "Agreement"), dated August 13, 2001, by and among Cendant Corporation ("Parent"), Diamondhead Acquisition Corporation (the "Purchaser") and Cheap Tickets, Inc. (the "Company"). Capitalized terms which are used in this letter but which are not defined in this letter shall have the meanings ascribed to such terms in the Agreement.

Parent and Purchaser hereby exercise their rights to extend the Offer for a period of ten (10) business days in accordance with Section 1.1(z) of the Agreement, and hereby waive all of the Offer Conditions except for the conditions set forth in paragraphs (a) and (b) of Annex I to the Agreement, and for the condition set forth in paragraph (d)(ii)(A) of Annex I to the Agreement as to the accuracy of the representations and warranties set forth in Section 3.3 of the Agreement (as qualified by the introductory paragraph of Section 3.3 of the Company Disclosure Schedule, which qualification, together with the cure rights granted to Michael Hartley therein, shall continue to apply at the Expiration Date) to the effect that as of August 13, 2001 there were outstanding only the following shares of Common Stock or rights to acquire Common Stock: (a) 23,299,413 Shares of Common Stock (which amount is net of treasury shares), (b) 2,655,698 Company Stock Options (including 3000 Company Stock

Options later disclosed to Parent and Purchaser) and (c) a warrant to acquire 1,626,426 shares of Common Stock. We request your acknowledgement below.

Sincerely,

/s/ Samuel L. Katz

Samuel L. Katz
Senior Executive Vice President
& Chief Strategic Officer

Acknowledged:

By: /s/ Sam E. Galeotos

Sam E. Galeotos
President and CEO

cc: Henry Fields, Esq.
Morrison & Foerster, LLP

Kenton J. King, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP