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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14D-1  
(AMENDMENT NO. 52)  
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:  
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NEW YORK, NEW YORK 10022  
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This Amendment No. 52 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:

- (g)(42) Text of Press Release issued by Parent on August 27, 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: August 27, 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  
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(g)(42) Text of Press Release issued by Parent on August 27, 1998.

CENDANT TO DELAY 10-K FILING

--Restatement of Financial Statements to Eliminate Irregularities Complete--

PARSIPPANY, NJ, AUGUST 27, 1998--Cendant Corporation (NYSE:CD) announced today that it expects to file its restated financial statements to be included in a Form 10-K/A in late September. Cendant has completed preparation of preliminary restated financial statements for its 1997, 1996 and 1995 fiscal years. These financial statements are consistent with the Company's earlier disclosures regarding the extent and nature of accounting errors and irregularities at business units of the former CUC International ("CUC").

The Company met with the staff of the Securities and Exchange Commission ("SEC") to discuss its proposed restatements. The staff has requested Cendant implement further changes in its revenue recognition policy for individual memberships as part of the SEC's ongoing review of revenue recognition by companies that sell services with a full refund offer. The changes requested by the SEC go beyond those believed necessary and appropriate by Deloitte & Touche and Arthur Andersen to correct accounting irregularities and errors.

"Since we discovered accounting irregularities in the former CUC business units in April," stated Michael P. Monaco, Vice Chairman and Chief Financial Officer, "we have endeavored to maintain open channels of communication with all regulatory bodies, and in particular with the SEC. The SEC staff has given us the opportunity to informally discuss our accounting restatements prior to our formal filing. We believe the policies in our current restatements, the product of months of work with Deloitte & Touche supported by the work of Arthur Andersen, conform with Generally Accepted Accounting Principles. However, the staff has indicated that these revenue recognition practices, historically implemented by Cendant and others, differ from the staff's view of appropriate procedures. While we regret this delay, our investors, creditors and customers will benefit from the knowledge that our accounting policies reflect exhaustive efforts by Cendant and its independent accountants, as well as input from regulators."

"The topics discussed with the SEC," continued Monaco, "do not affect the cash results of this business. The discussions have no connection to correction of the accounting irregularities previously disclosed. They revolve solely around the Company's desire to use this opportunity to implement accounting policies that best capture the economics of our individual membership business."

Cendant also said it expects the report of the independent investigation by its Audit Committee into accounting irregularities in the CUC businesses to be released later today. "Our Audit Committee's report is complete and is not the subject of this dialogue with the SEC," reported Monaco. Cendant will also postpone its annual meeting of shareholders as well, pending the filing of its form 10-K/A.

Cendant (NYSE:CD) is the world's premier provider of consumer and business services. The Company operates in three principal segments: Travel Services, Real Estate Services and Alliance Marketing. In Travel Services, Cendant is the leading franchisor of hotels and rental car agencies worldwide; the largest provider of vacation exchange services; a leading fleet management company, the UK's largest private car park operator, and a leading motorist assistance group in the UK. In Real Estate Services, Cendant is the world's largest franchisor of residential real estate brokerage offices, a major provider of mortgage services to consumers and a global leader in corporate employee relocation. In Alliance Marketing, Cendant provides access to insurance, travel, shopping, auto, and other services, primarily through direct marketing to customers of its affinity partners. Headquartered in Parsippany, NJ, the company has more than 40,000 employees and operates in over 100 countries.

Media Contact:

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