

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported) October 7, 1996

CUC International Inc.
(Exact name of Registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation)	1-10308 (Commission File Number)	06-0918165 (I.R.S. Employer Identification No.)
---	--	---

707 Summer Street Stamford, Connecticut (Address of principal executive offices)	06901 (Zip Code)
--	---------------------

(203)324-9261
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report.)

ITEM 5. OTHER EVENTS

CUC International Inc. (the "Company") today announced that it has filed a Registration Statement on Form S-3 (Registration Number 333-13537) in connection with a proposed secondary offering by certain stockholders of approximately 11 million shares of the Company's common stock, par value \$.01 per share ("Common Stock"). The selling stockholders are Robert Davidson, Janice Davidson, and certain charitable and family trusts established by them. Robert and Janice Davidson are the founders of Davidson & Associates, Inc. which the Company acquired by merger in July, 1996.

The information set forth in the press release attached hereto as Exhibit 99.1 is incorporated herein by reference.

ITEM 7. EXHIBITS

Exhibit No.	Description
99.1	Press Release of CUC International Inc., dated October 7, 1996, announcing the filing of the Registration Statement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CUC International Inc.

(Registrant)

Date: October 7, 1996

By: COSMO CORIGLIANO
Cosmo Corigliano - Senior Vice President
and Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Description	Page No.
99.1	Press Release of CUC International Inc., dated October 7, 1996, announcing the filing of the Registration Statement.	5

CUC INTERNATIONAL INC. FILES
REGISTRATION STATEMENT FOR SECONDARY OFFERING

Stamford, CT - October 7, 1996 - CUC International Inc. (NYSE:CU) today filed a Registration Statement on Form S-3 with the Securities and Exchange Commission in connection with a proposed secondary offering by certain stockholders of approximately 11,000,000 shares of CUC common stock. The selling shareholders are Robert Davidson, Janice Davidson, and certain charitable and family trusts established by them. Robert and Janice Davidson are the founders of Davidson & Associates, Inc., which CUC International acquired by merger in July of this year.

It is expected that the offering will be effected concurrently in the United States and internationally. It is anticipated that certain of the selling stockholders will grant the underwriters an option to purchase up to 1,650,000 additional shares of common stock owned by them, solely to cover over-allotments. As adjusted for CUC's previously announced three-for-two stock split (payable on approximately October 21, 1996 to stockholders of record on October 7, 1996), the aggregate number of shares proposed to be offered is 16,500,000, which does not include 2,475,000 shares subject to the underwriters over-allotment option. The co-lead managers for the proposed offering are Goldman, Sachs & Co. and Morgan Stanley & Company. The co-managers for the proposed offering are Bear Stearns & Co. Inc.; Donaldson, Lufkin & Jenrette Securities Corporation; and Smith Barney Inc.

- More -

October 7, 1996
Page 2

A registration statement relating to these securities has been filed with the Securities and Exchange Commission, but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be lawful prior

to registration or qualification under the securities laws of any such State.

A copy of the Registration Statement can be obtained upon request from CUC International Inc., 707 Summer Street, Stamford, Connecticut 06901, Attention: Investor Relations Department.

CUC International is a leading technology-driven, membership-based consumer services company that provides more than 62.5 million consumers worldwide with access to home shopping, travel, insurance, automobile, dining, home improvement, lifestyle clubs, checking account enhancement, and discount coupon programs. The Company also provides educational and entertainment interactive media products.

#