

SECOND SUPPLEMENT TO PROSPECTUS
March 17, 1998
(TO PROSPECTUS DATED SEPTEMBER 18, 1997)

The Prospectus dated September 18, 1997, as supplemented through the date hereof (the "Prospectus"), relating to the offer and sale, from time to time, by the Selling Securityholders listed therein of up to \$550,000,000 aggregate principal amount of 3% Convertible Subordinated Notes Due February 15, 2002 (the "Notes") of CUC International Inc. (the "Company") and up to 17,959,205 shares of common stock, \$.01 par value of the Company, issuable upon conversion of the Notes, is hereby supplemented as follows:

The following entities are hereby named as Selling Securityholders as contemplated on page 29 of the Prospectus:

SELLING SECURITYHOLDER	PRINCIPAL AMOUNT OF NOTES COVERED BY THIS PROSPECTUS	NUMBER OF SHARES COVERED BY THIS PROSPECTUS
Aim Income Fund c/o Aim Management Co. 11 Greenway Plaza Houston, TX 77046	\$ 1,000,000a	32,653a
Bank of America Convertible Securities Fund c/o Bank of America Capital Management 221 North Wall Street, Suite 522 Spokane, WA 99201-0826	\$ 20,000a	653a
Bear Stearns & Co. Inc. 245 Park Ave. New York, NY 10167	\$ 1,200,000	39,183
Credit Suisse First Boston Corporation 5 World Trade Center New York, NY 10048	\$ 2,500,000	81,632
Employee Benefit Convertible Fund c/o Bank of America Capital Management 221 North Wall Street, Suite 522 Spokane, WA 99201-0826	\$ 20,000a	653a
Equity Income Fund c/o Bank of America Capital Management 221 North Wall Street, Suite 522 Spokane, WA 99201-0826	\$ 600,000a	19,591a
Healthcare Underwriters Mutual Insurance Company c/o Chancellor LGT Asset Management, Inc. 1166 Avenue of the Americas New York, NY 10036	\$ 400,000	13,061
J.P. Morgan & Co. Incorporated 522 Fifth Avenue New York, NY 10036	\$14,500,000	473,469
Lakeside Capital L.L.C. c/o Bank of America Capital Management 221 North Wall Street, Suite 522 Spokane, WA 99201-0826	\$ 145,000	4,734
Lehman Brothers Inc. 200 Vesey St., 6th Floor New York, NY 10285	\$ 400,000	13,061
Managed Asset Trust One Tower Square Hartford, CT 06183-2030	\$ 500,000	16,326
Medical Liability Mutual Insurance Company c/o Chancellor LGT Asset Management, Inc. 1166 Avenue of the Americas New York, NY 10036	\$12,500,000	408,163

Merrill Lynch Pierce Fenner & Smith, Inc. 101 Hudson St. Jersey City, NJ	\$16,947,000a	553,371a
Morgan Stanley Dean Witter 1585 Broadway, 5th Floor New York, NY 10036	\$23,550,000a	409,795a
NationsBanc Montgomery Securities 600 Montgomery Street San Francisco, CA 94111	\$ 5,100,000	166,530
Natwest Securities Limited 175 Water St. New York, NY 10038	\$ 4,500,000a	146,938a
Pacific Horizon Capital Income Fund c/o Bank of America Capital Management 221 North Wall Street, Suite 522 Spokane, WA 99201-0826	\$ 1,515,000a	49,469a
Pacific Innovation Trust Capital Income Fund c/o Bank of America Capital Management 221 North Wall Street, Suite 522 Spokane, WA 99201-0826	\$ 85,000a	2,775a
Smith Barney Inc. 390 Greenwich St. 3rd Floor, Convertible Dept. New York, NY 10013	\$ 6,305,000	205,877
The Travelers Indemnity Company One Tower Square Hartford, CT, 06183-2030	\$ 3,790,000	123,755
The Travelers Insurance Company-Life One Tower Square Hartford, CT, 06183-2030	\$ 2,440,000	79,673
The Travelers Insurance Company- Separate Account TLAC One Tower Square Hartford, CT, 06183-2030	\$ 270,000	8,816
Tribeca Investments, L.L.C. 388 Greenwich St. New York, NY 10013	\$ 9,000,000	293,877
UBS Securities LLC 350 Park Ave. New York, NY 10022	\$16,466,000a	537,6651

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a Principal Amount of Notes and Number of Shares represented in this Supplement by this Selling Securityholder is in addition to those Notes and Shares set forth with respect to this Selling Securityholder in the Prospectus, as supplemented through the date hereof.