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CENDANT CORP
Form 424B3
March 07, 2003

PROSPECTUS SUPPLEMENT NO. 12
(To Prospectus dated July 25, 2001)

Filed pursuant to Rule No. 424(b) (3)
File No. 333-59246

\$1,479,258,000
CENDANT CORPORATION

Zero Coupon Senior Convertible Contingent Debt Securities (CODESSM) due 2021
and CD Common Stock Issuable Upon Conversion of the CODES

This prospectus supplement supplements the prospectus dated July 25, 2001 of Cendant Corporation, as supplemented August 1, 2001, August 16, 2001, August 24, 2001, September 25, 2001, October 5, 2001, November 6, 2001, December 20, 2001, March 1, 2002, May 22, 2002, August 30, 2002 and December 11, 2002, relating to the sale by certain of our securityholders (including their pledgees, donees, assignees, transferees, successors and others who later hold any of the selling securityholders' interests) of up to \$1,479,258,000 aggregate principal amount at maturity of CODES and the shares of CD common stock issuable upon conversion of the CODES. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The table of selling securityholders contained in the prospectus is hereby amended to add the entities which are named below as selling securityholders:

| Name | Aggregate Principal Amount at Maturity of CODES That May Be Sold | Percentage of CODES Outstanding(1) | Number Shares of Common Stock That May Be Sold |
|------------------|--|------------------------------------|--|
| DBAG London..... | \$32,188,000 | 4.88% | 1,075,000 |
| NCMIC..... | \$400,000 | * | 13,300 |

The following represents updated information regarding the selling securityholders listed in the selling securityholders table in the prospectus:

| Name | Aggregate Principal Amount at Maturity of CODES That May Be Sold | Percentage of CODES Outstanding(1) | Number Shares of Common Stock That May Be Sold |
|---|--|------------------------------------|--|
| Conseco Annuity Assurance-Multi Bucket Annuity Convertible Bond Fund..... | \$4,000,000 | * | 133,600 |

* Less than one percent (1%).

(1) Calculated based on the \$658,468,000 aggregate principal amount of the

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CODES outstanding as of March 6, 2003.

- (2) Assumes conversion of all of the holder's CODES at a conversion rate of 33.40 shares of CD common stock per \$1,000 principal amount at maturity of the CODES. This conversion rate is subject to adjustment, however, as described under "Description of the CODES - Conversion Rights". As a result, the number of shares of CD common stock issuable upon conversion of the CODES may increase or decrease in the future. Does not include shares of CD common stock that may be issued by us upon purchase of CODES by us at the option of the holder.
- (3) Calculated based on Rule 13d-3(d)(i) of the Exchange Act, using 1,030,114,542 shares of CD common stock outstanding as of January 31, 2003. In calculating this amount for each holder, we treated as outstanding the number of shares of CD common stock issuable upon conversion of all of that holder's CODES, but we did not assume conversion of any other holder's CODES. Does not include shares of CD common stock that may be issued by us upon purchase of CODES by us at the option of the holder.

Investing in the CODES or shares of CD common stock involves risks that are described in the "Risk Factors" section beginning on page 5 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 7, 2003.