CENDANT CORP Form POS AM July 11, 2001

> As filed with the Securities and Exchange Commission on July 11, 2001 Registration No 333-59244

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

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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CENDANT CORPORATION (exact name of registrant as specified in its charter)

06-0918165

(I.R.S. Employer Identification Number) (State or other Jurisdiction of Incorporation or Organization)

DELAWARE

9 WEST 57TH STREET NEW YORK, NY 10019 (212) 413-1800 FAX: (212) 413-1922

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

JAMES E. BUCKMAN, ESQ.

VICE CHAIRMAN AND GENERAL COUNSEL
CENDANT CORPORATION
9 WEST 57TH STREET
NEW YORK, NY 10019
(212) 413-1800
FAX: (212) 413-1923

(Name, address, including zip code, and telephone number including area code, of agent for service)

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Copies to:

ERIC J. BOCK, ESQ.
SENIOR VICE PRESIDENT,
LAW AND SECRETARY
CENDANT CORPORATION
9 WEST 57TH STREET
NEW YORK, NY 10019

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4 TIMES SQUARE

NEW YORK, NEW YORK 10036

(212) 735-3000

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(212) 413-1800 FAX: (212) 413-1922

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Reg. No. 333-59244) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

#### DEREGISTRATION OF SECURITIES

This Registration Statement was originally filed to register shares of common stock, par value \$0.01 per share, of the Registrant (the "Shares") to be sold from time to time by Chatham Street Holdings, LLC (the "Selling Stockholder"). Pursuant to the undertaking contained in Part II, Item 17 of the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Registrant hereby requests that the 603,865 unsold Shares be removed from registration by means of this Post-Effective Amendment No. 1.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Cendant Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the registration statement, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 11, 2001.

#### CENDANT CORPORATION

By: /s/ Eric J. Bock \_\_\_\_\_ Eric J. Bock Senior Vice President - Law

Pursuant to the requirements of the securities act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE July 11, 20 Chairman of the Board,

(Henry R. Silverman)

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President, Chief Executive Officer and Director

*	Vice Chairman, General Counsel and Director	July 1
(James E. Buckman)		
*	Vice Chairman and Director	July 1
(Stephen P. Holmes)		
*	Senior Executive Vice President and Chief	July 1
(Kevin M. Sheehan)	Financial Officer (Principal Financial Officer)	
*	Senior Vice President and Controller (Principal	July 1
(John McClain)	Accounting Officer)	
	Director	July 1
(Myra J. Biblowit)		
	Director	July 1
(The Honorable William S. Cohen)		
*	Director	July 1
(Dr. John C. Malone)		
*	Director	July 1
(Cheryl D. Mills)		
*	Director	July 1
(Leonard S. Coleman)		
*	Director	July 1
(Martin L. Edelman)		
*	Director	July 1
(Sheli Z. Rosenberg)		
*	Director	July 1

\*By: /s/ Eric J. Bock
(Attorney-in-fact)

*	Director	July 11, 20
(Robert W. Pittman)		
*	Director	July 11, 20
(Robert F. Smith)		
*	Director	July 11, 20
(Robert E. Nederlander)		