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CHEAP TICKETS INC  
Form SC TO-T/A  
October 09, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE TO-T/A

(Rule 14d-100)

Tender Offer Statement Under Section 14(d) (1) or Section 13(e) (1) of  
the Securities Exchange Act of 1934  
(Amendment No. 3)

CHEAP TICKETS, INC.  
(Name of Subject Company (issuer))

Diamondhead Acquisition Corporation  
Cendant Corporation  
(Names of Filing Persons (Offerors))

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Common Stock, par value \$0.001 per Share  
(Titles of Classes of Securities)

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151310  
(CUSIP Number of Class of Securities)

James E. Buckman, Esq.  
Vice Chairman and General Counsel  
Cendant Corporation  
9 West 57th Street  
New York, New York 10019  
(212) 413-1800

(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of  
the filing person)

Copies to:

Kenton J. King, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
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Eric J. Bock  
Senior Vice President, Law and Corporate Secre  
Cendant Corporation  
9 West 57/th/ Street  
New York, New York 10019  
(212) 413-1800

CALCULATION OF FILING FEE

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together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented to add to the end thereof the following:

"The Offer expired at 12:00 midnight, New York City time, on Friday, October 5, 2001. Based on information provided by the Depositary to Parent, as of the expiration of the Offer, more than 90 percent of Company's issued and outstanding shares, have been tendered and not withdrawn. The Purchaser accepted for purchase and payment all shares validly tendered pursuant to the Offer. Parent issued a press release, a copy of which is attached hereto as Exhibit (a)(1)(L) and is incorporated herein by reference."

Item 12. Exhibits.

Item 12 is hereby amended and supplemented to add the following exhibits:

"(a)(1)(L) Press Release issued by Parent, dated October 8, 2001."

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIAMONDHEAD ACQUISITION CORPORATION

By: /s/ Eric J. Bock

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Name: Eric J. Bock  
Title: Senior Vice President and  
Secretary

CENDANT CORPORATION

By: /s/ Eric J. Bock

-----  
Name: Eric J. Bock  
Title: Senior Vice President, Law and  
Corporate Secretary

Dated: October 9, 2001