

ROBERTS GEORGE R

Form 4

September 10, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KKR Fund Holdings L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS  
ROBERTS & CO. L.P., 9 WEST  
57TH ST., SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Santander Consumer USA Holdings  
Inc. [SC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/08/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 09/08/2014                              |   | S                                    | 5,023,976.52  | D  | 18.65 0   | I   |
|  |   |   |                                      | (A)<br>or<br>(D)  | Price  |   |   |
|  |   |   |                                      |   | \$   |   |   |
|  |   |   |                                      |   | (1)  |   |   |
|  |   |   |                                      |   |  |   | See<br>footnotes<br>(2) (3) (4)<br>(5)                            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P.<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH ST., SUITE 4200<br>NEW YORK, NY 10019   |               | X         |         |       |
| ROBERTS GEORGE R<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>2800 SAND HILL ROAD<br>MENLO PARK, CA 94025               |               | X         |         |       |
| KKR Fund Holdings GP Ltd<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH ST., SUITE 4200<br>NEW YORK, NY 10019 |               | X         |         |       |
| KKR Group Holdings L.P.<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH ST., SUITE 4200<br>NEW YORK, NY 10019  |               | X         |         |       |
| KKR Group Ltd<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH ST., SUITE 4200<br>NEW YORK, NY 10019            |               | X         |         |       |
| KKR & Co. L.P.<br>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.<br>9 WEST 57TH ST., SUITE 4200                                 |               | X         |         |       |

NEW YORK, NY 10019

KKR Management LLC

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH ST., SUITE 4200

NEW YORK, NY 10019

X

KRAVIS HENRY R

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH ST., SUITE 4200

NEW YORK, NY 10019

X

## Signatures

KKR FUND HOLDINGS L.P., by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher,  
Title: Attorney-in-fact (6)

09/10/2014

\_\_Signature of Reporting Person

Date

KKR FUND HOLDINGS GP LIMITED, by: /s/ Terence P. Gallagher, Name: Terence P.  
Gallagher, Title: Attorney-in-fact (7)

09/10/2014

\_\_Signature of Reporting Person

Date

KKR GROUP HOLDINGS L.P., by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher,  
Title: Attorney-in-fact (8)

09/10/2014

\_\_Signature of Reporting Person

Date

KKR GROUP LIMITED, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title:  
Attorney-in-fact (9)

09/10/2014

\_\_Signature of Reporting Person

Date

KKR & CO. L.P., by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title:  
Attorney-in-fact (10)

09/10/2014

\_\_Signature of Reporting Person

Date

KKR MANAGEMENT LLC, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher,  
Title: Attorney-in-fact (11)

09/10/2014

\_\_Signature of Reporting Person

Date

HENRY R. KRAVIS, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title:  
Attorney-in-fact (12)

09/10/2014

\_\_Signature of Reporting Person

Date

GEORGE R. ROBERTS, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title:  
Attorney-in-fact (13)

09/10/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This amount represents the \$18.68 public offering price per share of common stock, par value \$0.01 per share ("Common Stock"), of Santander Consumer USA Holdings Inc. (the "Issuer"), less the underwriting discount of \$0.03 per share of Common Stock.
- (2) Sponsor Auto Finance Holdings Series LP ("Sponsor Holdings LP") directly holds all of the shares of Common Stock of the Issuer reported herein. Sponsor Auto Finance GP LLC ("Sponsor GP") is the general partner of Sponsor Holdings LP. Prior to the sale reported herein, a private investor group, including affiliates of each of Kohlberg Kravis Roberts & Co. L.P., Centerbridge Partners, L.P. and Warburg Pincus LLC held interests in the Issuer through Sponsor Holdings LP. Following the sale reported herein, affiliates

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of Kohlberg Kravis Roberts & Co. L.P. no longer hold any interest in the Issuer through Sponsor Holdings LP.

- (3) KKR SCUSA Holdings L.P. may have been deemed to indirectly beneficially own these shares of Common Stock by virtue of its interests in Sponsor GP and Sponsor Holdings LP. The sole general partner of KKR SCUSA Holdings L.P. is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P. The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The sole general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Henry R. Kravis and George R. Roberts.
- (4) Each of the Reporting Persons, Sponsor GP and each of the other entities or persons described herein as having interests in Sponsor Holdings LP disclaims beneficial ownership of the securities reported herein, except to the extent of such person or entity's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, such persons or entities are the beneficial owners of any securities reported herein.
- (5) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR SCUSA Holdings L.P., KKR Associates 2006 L.P. and KKR 2006 GP LLC have filed a separate Form 4.

### Remarks:

- (6) Mr. Gallagher is signing in his capacity as attorney-in-fact for William J. Janetschek, a director of KKR Fund Holdings GP

### Exhibit 24: Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.