

Santander Consumer USA Holdings Inc.  
 Form 4  
 February 09, 2015

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Sponsor Auto Finance Holdings Series LP

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O SANTANDER CONSUMER USA HOLDINGS INC., 8585 NORTH STEMMONS FREEWAY SUITE 1100-N

3. Date of Earliest Transaction (Month/Day/Year)  
 02/05/2015

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

(Street)  
 DALLAS, TX 75247

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

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, par value \$0.01 per share | 02/05/2015                           |  | S                              |   | 612,900   | D  | \$ 21.01<br>(1)                   |
| Common Stock, par value \$0.01 per share | 02/09/2015                           |  | S                              |   | 100,000   | D  | \$ 20.8088                        |

share

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

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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Sponsor Auto Finance Holdings Series LP<br>C/O SANTANDER CONSUMER USA HOLDINGS INC.<br>8585 NORTH STEMMONS FREEWAY SUITE 1100-N<br>DALLAS, TX 75247 |               | X         |         |       |
| Sponsor Auto Finance GP LLC<br>C/O SANTANDER CONSUMER USA HOLDINGS INC.<br>8585 NORTH STEMMONS FREEWAY SUITE 1100-N<br>DALLAS, TX 75247             |               | X         |         |       |

## Signatures

SPONSOR AUTO FINANCE HOLDINGS SERIES LP; by: Sponsor Auto Finance GP LLC;  
by: /s/ Matthew Kabaker, Name: Matthew Kabaker, Title: Co-President 02/09/2015  
 \*\*Signature of Reporting Person Date

SPONSOR AUTO FINANCE GP LLC; by: /s/ Matthew Kabaker, Name: Matthew Kabaker,  
Title: Co-President 02/09/2015  
 \*\*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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.0669, inclusive. The reporting person undertakes to provide to Santander Consumer USA Holdings Inc., any security holder of Santander Consumer USA Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Sponsor Auto Finance Holdings Series LP ("Sponsor Holdings LP") holds the shares of common stock of Santander Consumer USA Holdings Inc. reported herein. Sponsor Auto Finance GP LLC ("Sponsor GP") is the general partner of Sponsor Holdings LP. Affiliates of Centerbridge Partners, L.P. hold interests in Santander Consumer USA Holdings Inc. through Sponsor Holdings LP and Sponsor GP. Sponsor GP and each holder of interests in Sponsor Holdings LP and/or Sponsor GP disclaims beneficial ownership of the shares of common stock held by Sponsor Holdings LP except to the extent of its pecuniary interest therein.

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

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