

Santander Consumer USA Holdings Inc.  
Form 8-K  
July 15, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 15, 2015**

**SANTANDER CONSUMER USA HOLDINGS INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other Jurisdiction of**  
**Incorporation)**

**001-36270**  
**(Commission File Number)**

**32-0414408**  
**(IRS Employer Identification No.)**

**1601 Elm St. Suite #800**  
**Dallas, Texas**

**75201**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (214) 634-1110

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Stockholders Meeting (the Meeting) of Santander Consumer USA Holdings Inc. (the Company) was held on July 15, 2015 in Dallas, Texas. As of the close of business on June 1, 2015, the record date for the Meeting, there were 357,753,809 shares of the Company's common stock outstanding, with each share entitled to one vote on each matter presented for vote at the Meeting. The holders of 344,188,812 shares of the Company's common stock were present in person or represented by proxy at the Meeting. At the Meeting, the Company's stockholders voted on the matters set forth below.

*Proposal 1 Company Proposal Election of Directors.* The Company's stockholders elected all 13 persons nominated for election as directors as set forth in the Company's proxy statement, dated June 15, 2015 (the Proxy Statement), and the Company's supplement to the Proxy Statement, dated July 2, 2015, to serve on the Company's Board of Directors (the Board) until the Annual Meeting of Stockholders in 2016. The following table sets forth the vote of the stockholders at the meeting with respect to the election of directors:

| Nominee              | For         | Against | Abstain    | Broker Non-Votes |
|----------------------|-------------|---------|------------|------------------|
| José García Cantera  | 313,045,996 | 0       | 21,319,160 | 9,823,656        |
| Thomas G. Dundon     | 312,390,153 | 0       | 21,975,003 | 9,823,656        |
| Stephen A. Ferriss   | 310,966,436 | 0       | 23,398,720 | 9,823,656        |
| Victor Hill          | 313,050,729 | 0       | 21,314,427 | 9,823,656        |
| Jason A. Kulas       | 297,308,264 | 0       | 19,678,723 | 27,201,825       |
| Mónica López-Monís   |             |         |            |                  |
| Gallego              | 313,046,823 | 0       | 21,318,333 | 9,823,656        |
| Javier Maldonado     | 313,045,997 | 0       | 21,319,159 | 9,823,656        |
| Blythe Masters       | 329,323,212 | 0       | 5,041,944  | 9,823,656        |
| Robert J. McCarthy   | 329,322,625 | 0       | 5,042,531  | 9,823,656        |
| Gerald P. Plush      | 303,073,780 | 0       | 31,291,376 | 9,823,656        |
| William Rainer       | 329,322,665 | 0       | 5,042,491  | 9,823,656        |
| Wolfgang Schoellkopf | 311,595,226 | 0       | 22,769,930 | 9,823,656        |
| Heidi Ueberroth      | 319,962,772 | 0       | 14,402,384 | 9,823,656        |

*Proposal 2 Company Proposal Ratification of Independent Accountants.* The Company's stockholders voted upon and approved the ratification of the appointment of Deloitte & Touche LLP to serve as the Company's independent registered accountants for the fiscal year ending December 31, 2015. The votes on this proposal were as follows:

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 344,013,137 | 169,544 | 6,131   | 0                |

*Proposal 3 Company Proposal Advisory Vote on Executive Compensation.* The Company's stockholders voted upon and approved, on a nonbinding, advisory basis, the compensation of the Company's named executive officers, as described in the Proxy Statement. The votes on this proposal were as follows:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 285,986,276 | 47,576,658 | 802,222 | 9,823,656        |

*Proposal 4 Company Proposal Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation.* The Company's stockholders voted upon and approved, on a nonbinding, advisory basis, the frequency of three years

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for future advisory votes on the compensation of the Company's named executive officers ( "say on pay" ). The votes on this proposal were as follows:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstain</b> |
|-----------------|------------------|--------------------|----------------|
| 55,489,975      | 36,473           | 278,813,636        | 25,072         |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SANTANDER CONSUMER USA HOLDINGS INC.

Dated: July 15, 2015

By: /s/ Eldridge A. Burns, Jr.

Name: Eldridge A. Burns, Jr.

Title: Chief Legal Officer and Corporate Secretary