Santander Consumer USA Holdings Inc.

Form 3

January 22, 2014

## FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Estimated average burden hours per

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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Santander Consumer USA Holdings Inc. [SC] Fugitt James W. (Month/Day/Year) 01/22/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O SANTANDER (Check all applicable) **CONSUMER USA HOLDINGS** INC.. 8585 NORTH 10% Owner Director STEMMONS FREEWAY \_X\_\_ Officer Other **SUITE 1100-N** (give title below) (specify below) Chief Information Officer (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person DALLAS. TXÂ 75247 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3. Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 62,568

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	<ol><li>Nature of Indirect</li></ol>
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership

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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock option (right to buy)	(1)	12/31/2021	Common Stock	150,316	\$ 9.21	D	Â
Stock option (right to buy)	(2)	12/31/2021	Common Stock	104,373	\$ 9.21	D	Â
Stock option (right to buy)	(2)	12/31/2021	Common Stock	46,053	\$ 12.1	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips			
	Director	10% Owner	Officer	Other

Fugitt James W.

C/O SANTANDER CONSUMER USA HOLDINGS INC. 8585 NORTH STEMMONS FREEWAY SUITE 1100-N DALLAS, TXÂ 75247

 $\hat{A}$   $\hat{A}$   $\hat{A}$  Chief Information Officer  $\hat{A}$ 

#### **Signatures**

/s/ Eldridge A. Burns, Jr., Attorney-in-Fact

01/22/2014

\*\*Signature of Reporting Person

Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award is time vested generally (1) based on continued service and is scheduled to vest 26 2/3% on December 31 of each of 2014, 2015, and 2016. 10% of the options vested upon each of December 31, 2012 and 2013 and are currently exercisable.
- Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award is time vested, generally based on continued service, and performance vested. Subject to the company's achievement of certain performance targets, the award is scheduled to vest 26 2/3% on December 31 of each of 2014, 2015, and 2016. 10% of the options vested upon each of December 31, 2012 and 2013 and are currently exercisable.

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#### **Remarks:**

Exhibit List: 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.

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