

Santander Consumer USA Holdings Inc.
 Form 3
 January 22, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Grubb Jason W.</p> <p>(Last) (First) (Middle)</p> <p>C/O SANTANDER CONSUMER USA HOLDINGS INC., 8585 NORTH STEMMONS FREEWAY SUITE 1100-N</p> <p>(Street)</p> <p>DALLAS, TX 75247</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/22/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Santander Consumer USA Holdings Inc. [SC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	204,361 ⁽¹⁾	D	

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 (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock option (right to buy)	Â (2)	12/31/2021	Common Stock	503,933	\$ 9.21	D	Â
Stock option (right to buy)	Â (2)	12/31/2021	Common Stock	91,121	\$ 12.1	D	Â
Stock option (right to buy)	Â (3)	01/22/2024	Common Stock	56,983	\$ 24	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grubb Jason W. C/O SANTANDER CONSUMER USA HOLDINGS INC. 8585 NORTH STEMMONS FREEWAY SUITE 1100-N DALLAS, TX 75247	Â	Â	Â Chief Operating Officer	Â

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).
- (1) Includes 28,715 shares of restricted common stock, scheduled to vest, generally based on continued service, upon each of the first through fifth anniversaries of the date of grant, which was December 28, 2013.

Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. 20% of the options vested upon each of
- (2) December 31, 2012 and 2013 and the remainder vested upon consummation of the initial public offering; all options are currently exercisable.

Granted pursuant to the Santander Consumer USA Inc. 2013 Omnibus Incentive Plan. The stock option award is time vested, generally
- (3) based on continued service, and is scheduled to vest in equal installments on each of the first through fifth anniversaries of the date of grant, which was January 22, 2014.

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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.