

KRAVIS HENRY R  
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>Â KKR Fund Holdings L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P.,Â 9 WEST 57TH ST., SUITE 4200</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</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 type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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, par value \$0.01 per share	29,416,903.52	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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 (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

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

## Signatures

KKR FUND HOLDINGS L.P., by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (5)

01/22/2014

\_\_Signature of Reporting Person

Date

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KKR FUND HOLDINGS GP LIMITED, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (6)	01/22/2014
__Signature of Reporting Person	Date
KKR GROUP HOLDINGS L.P., by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (7)	01/22/2014
__Signature of Reporting Person	Date
KKR GROUP LIMITED, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (8)	01/22/2014
__Signature of Reporting Person	Date
KKR & CO. L.P., by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (9)	01/22/2014
__Signature of Reporting Person	Date
KKR MANAGEMENT LLC, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (10)	01/22/2014
__Signature of Reporting Person	Date
HENRY R. KRAVIS, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (11)	01/22/2014
__Signature of Reporting Person	Date
GEORGE R. ROBERTS, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (12)	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) Sponsor Auto Finance Holdings Series LP ("Sponsor Holdings LP") holds 86,496,266 shares of common stock, par value \$0.01 per share (the "Shares"), of Santander Consumer USA Holdings Inc. (the "Issuer"). Sponsor Auto Finance GP LLC ("Sponsor GP") is the general partner of Sponsor Holdings LP. A private investor group, including: (i) affiliates of each of Kohlberg Kravis Roberts & Co. L.P., Centerbridge Partners, L.P. and Warburg Pincus LLC; (ii) DFS Sponsor Investments LLC, an entity affiliated with the Chief Executive Officer of the Issuer; and (iii) the President and Chief Financial Officer of the Issuer hold interests in the Issuer through Sponsor Holdings LP.
- (2) KKR SCUSA Holdings L.P. may be deemed to indirectly beneficially own 29,416,903.52 Shares 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 Gorge R. Roberts.
- (3) 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.
- (4) Because no more than 10 reporting persons can file any one Form 3 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 3.

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**Remarks:**

Signatures

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(5) Mr. Kreider is signing in his capacity as attorney-in-fact for William J. Janetschek, a director

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.

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