

Santander Consumer USA Holdings Inc.
Form 8-K
December 18, 2014

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): December 18, 2014

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.)

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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 8.01. Other Events.

The Board of Directors of Santander Consumer USA Holdings Inc. (SCUSA) has set May 20, 2015 as the date of its 2015 annual meeting of stockholders.

The 2015 annual meeting is SCUSA's first annual meeting as a public company. SCUSA has set the close of business on February 20, 2015 as the deadline for the receipt of any stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, for inclusion in SCUSA's proxy materials for the 2015 annual meeting, which SCUSA considers to be a reasonable time before it begins to print and send its proxy materials for the 2015 annual meeting. Stockholders should deliver proposals to the attention of the Secretary at 1601 Elm Street, Suite #800, Dallas, Texas 75201. Any such proposals must satisfy the requirements set forth in Rule 14a-8.

SCUSA has also set the close of business on February 20, 2015 as the deadline for receipt of any stockholder proposals, including nominations of candidates for election as directors, for consideration at the 2015 annual meeting that are submitted pursuant to the advance notice provisions of SCUSA's amended and restated bylaws. Any such proposals must satisfy the requirements set forth in SCUSA's amended and restated bylaws.

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: December 18, 2014

By: /s/ Jason A. Kulas
 Name: Jason A. Kulas
 Title: President and Chief Financial Officer

1; border-bottom-width:1"> Common Stock11/16/2006 S 500 D \$ 22.65 37,209 D Common Stock11/16/2006 S 2,200 D \$ 22.64 35,009 D Common Stock11/16/2006 S 4,800 D \$ 22.63 30,209 D Common Stock11/16/2006 S 5,000 D \$ 22.62 25,209 D Common Stock11/16/2006 S 2,300 D \$ 22.61 22,909 D Common Stock11/17/2006 M 25,956 A \$ 19.425 48,865 D Common Stock11/17/2006 M 3,300 A \$ 20.72 52,165 D Common Stock11/17/2006 S 15,300 D \$ 22.4 36,865 D Common Stock11/17/2006 S 3,600 D \$ 22.49 33,265 D Common Stock11/17/2006 S 500 D \$ 22.48 32,765 D Common Stock11/17/2006 S 400 D \$ 22.47 32,365 D Common Stock11/17/2006 S 300 D \$ 22.46 32,065 D Common Stock11/17/2006 S 400 D \$ 22.45 31,665 D Common Stock11/17/2006 S 8,756 D \$ 22.4 22,909 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 21.9025 | 11/16/2006 | | M | 17,000 | 12/31/2004 ⁽¹⁾ 08/23/2011 | Common Stock | 17,000 |
| Stock Option | \$ 20.72 | 11/16/2006 | | M | 13,700 | 12/31/2005 ⁽²⁾ 07/25/2012 | Common Stock | 13,700 |

(Right to Buy)

Stock

Option (Right to Buy)

\$ 20.72

11/17/2006

M

3,300

12/31/2005⁽²⁾ 07/25/2012

Common Stock

3,300

Stock

Option (Right to Buy)

\$ 19.425

11/17/2006

M

25,956

05/22/2004⁽¹⁾ 05/22/2010

Common Stock

25,956

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BESHAR LUKE M ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073 | | | Executive VP & CFO | |

Signatures

Linda Kresse for Luke M. Beshar by
POA

11/20/2006

__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) Exercisable in one-quarter increment over four years. Vesting of this grant to reporting person was accelerated by the Compensation Committee of the Board of Directors on June 1, 2005.
- (2) The sales restrictions on this grant to reporting person were lifted on November 2, 2006 by the Compensation Committee of the Board of Directors.

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.