

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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Centerbridge Associates II, L.P.			(Month/Day/Year)	Santander Consumer USA Holdings Inc. [SC]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O CENTERBRIDGE PARTNERS, L.P.,Â 375 PARK AVENUE				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10152				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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	24,187,231.75	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

**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.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security:
					Direct (D) or Indirect (I)
		(Instr. 4)			(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Centerbridge Associates II, L.P. C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152	^	^ X	^	^
Centerbridge GP Investors II, LLC C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152	^	^ X	^	^
CCP II AIV I, L.P. C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152	^	^ X	^	^
Sponsor Auto Finance Super Holdings, LLC C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152	^	^ X	^	^
Aronson Jeffrey C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152	^	^ X	^	^
Gallogly Mark T C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152	^	^ X	^	^

## Signatures

SPONSOR AUTO FINANCE SUPER HOLDINGS, LLC, By: CCP II AIV I, L.P., By: Centerbridge Associates II, L.P.; By: Centerbridge GP Investors II, LLC, By: /s/ Mark T. Gallogly, Name: Mark T. Gallogly, Title: Authorized Signatory	01/22/2014
**Signature of Reporting Person	Date
CCP II AIV I, L.P., By: Centerbridge Associates II, L.P., By: Centerbridge GP Investors II, LLC, By: /s/ Mark T. Gallogly, Name: Mark T. Gallogly, Title: Authorized Signatory	01/22/2014
**Signature of Reporting Person	Date
CENTERBRIDGE ASSOCIATES II, L.P., By: Centerbridge GP Investors II, LLC, By: /s/ Mark T. Gallogly, Name: Mark T. Gallogly, Title: Authorized Signatory	01/22/2014

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<u>Signature of Reporting Person</u>	Date
CENTERBRIDGE GP INVESTORS II, LLC, By: /s/ Mark T. Gallogly, Name: Mark T. Gallogly, Title: Authorized Signatory	01/22/2014
<u>Signature of Reporting Person</u>	Date
JEFFREY H. ARONSON, By: /s/ Jeffrey H. Aronson	01/22/2014
<u>Signature of Reporting Person</u>	Date
MARK T. GALLOGLY, By: /s/ Mark T. Gallogly	01/22/2014
<u>Signature of Reporting Person</u>	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) Sponsor Auto Finance Super Holdings, LLC may be deemed to indirectly beneficially own 24,187,231.75 Shares by virtue of its interests in Sponsor GP and Sponsor Holdings LP. The managing member of Sponsor Auto Finance Super Holdings, LLC is CCP II AIV I, L.P., and the sole general partner of CCP II AIV I, L.P. is Centerbridge Associates II, L.P. The sole general partner of Centerbridge Associates II, L.P. is Centerbridge GP Investors II, LLC. The managing members of Centerbridge GP Investors II, LLC are Jeffrey H. Aronson and Mark T. Gallogly.
- (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.

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.