

Dundon Thomas G.
Form 4
November 17, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Dundon Thomas G.

2. Issuer Name and Ticker or Trading Symbol
Santander Consumer USA Holdings Inc. [SC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O SANTANDER CONSUMER USA, 8585 N. STEMMONS FREEWAY, 1100-N

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

DALLAS, TX 75247

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/15/2017		S		34,598,506	D	by DDFS LLC
Common Stock	11/15/2017		X		4,628,169	A	
Common Stock	11/15/2017		X		1,459,438	A	
Common Stock	11/15/2017		O		759,773	A	
	11/15/2017		H		6,847,380	D	

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Common
Stock

Common Stock	12/31/2013	F	128,495	D	\$ 26.2	304,893	D
Common Stock	04/10/2015	F	7,078	D	\$ 10.36	297,815	D
Common Stock	04/10/2015	F	7,078	D	\$ 12.29	290,737	D

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

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(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 Underlying Securities (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 9.21	11/15/2017		X	4,628,169	07/02/2015	07/02/2018	Common Stock	4,628
Stock Option (Right to Buy)	\$ 12.1	11/15/2017		X	1,459,438	07/02/2015	07/02/2018	Common Stock	1,459
Stock Option (Right to Buy)	\$ 24	11/15/2017		O	759,773	07/02/2015	07/02/2018	Common Stock	759,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dundon Thomas G.
C/O SANTANDER CONSUMER USA

X

8585 N. STEMMONS FREEWAY, 1100-N
DALLAS, TX 75247

Signatures

/s/ Thomas G.
Dundon

11/17/2017

 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).

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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