

Morrin Richard
Form 4
August 01, 2018

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 *
Morrin Richard

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)
07/30/2018

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

C/O SANTANDER CONSUMER USA HOLDINGS INC., 1601 ELM STREET, SUITE 800

(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 75201

(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	(A) or (D)	Price
Common Stock	07/30/2018		S		26,096	D	\$ 19.46 <u>(1)</u>
Common Stock	07/30/2018		M		33,582	A	\$ 9.21 108,636
Common Stock	07/30/2018		S		33,582	D	\$ 19.54 <u>(2)</u>
Common	07/30/2018		M		14,816	A	\$ 12.1 89,870

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Stock								
Common Stock	07/30/2018		S	14,816	D	\$ 19.46 (3)	75,054	D
Common Stock	07/30/2018		M	7,466	A	\$ 9.21	82,520	D
Common Stock	07/30/2018		S	7,466	D	\$ 19.45 (4)	75,054	D
Common Stock	07/30/2018		M	3,296	A	\$ 12.1	78,350	D
Common Stock	07/30/2018		S	3,296	D	\$ 19.44 (5)	75,054	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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 9.21	07/30/2018		M	41,048	(6) 12/31/2021	Common Stock	41,048
Stock option (right to buy)	\$ 12.1	07/30/2018		M	18,112	(6) 12/31/2021	Common Stock	18,112

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morrin Richard C/O SANTANDER CONSUMER USA HOLDINGS INC. 1601 ELM STREET, SUITE 800 DALLAS, TX 75201				See Remarks

Signatures

/s/ Richard
Morrin
08/01/2018
Date
**Signature of Reporting Person

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) The reported price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.38 - \$19.58, inclusive. The reporting person undertakes to provide to Santander Consumer USA Holdings Inc. ("SC"), any securityholder of SC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges reported in this footnote 2 and footnotes 3 through 6 below.
 - (2) The reported price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.50 - \$19.58, inclusive.
 - (3) The reported price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.39 - \$19.54, inclusive.
 - (4) The reported price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.37 - \$19.54, inclusive.
 - (5) The reported price is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$19.41 - \$19.46, inclusive.
 - (6) Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The options are fully vested.

Remarks:

President, Chrysler Capital and Auto Relationships

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.