

Santander Consumer USA Holdings Inc.  
Form DEFA14A  
July 02, 2015

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

**SCHEDULE 14A**  
**(RULE 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**Santander Consumer USA Holdings Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**SANTANDER CONSUMER USA HOLDINGS INC.**

**1601 Elm St. Suite 800**

**Dallas, Texas 75201**

**(214) 634-1110**

**ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON**

**JULY 15, 2015**

**SUPPLEMENT TO PROXY STATEMENT**

July 2, 2015

This supplement (this **First Supplement** ) revises and supplements the Proxy Statement (the **Proxy Statement** ) of Santander Consumer USA Holdings Inc. ( **SCUSA** or the **Company** ), filed with the Securities and Exchange Commission (the **SEC** ) on June 15, 2015, related to the 2015 Annual Meeting of Stockholders (the **Annual Meeting** ) to be held on July 15, 2015. The Annual Meeting will begin promptly at 10:00 a.m., local time, at 1601 Elm St., Suite 800, Dallas, Texas 75201.

On July 2, 2015, incumbent director, Chairman and Chief Executive Officer, Thomas G. Dundon, who was nominated for election at the Annual Meeting, resigned as Chairman and Chief Executive Officer, effective as of the close of business on July 2, 2015. Mr. Dundon will continue to serve as a director of the Company. Also on July 2, 2015, the Board of Directors of the Company (the **Board** ) announced that it had appointed Jason A. Kulas, the Company's President and Chief Financial Officer, as Chief Executive Officer and a member of our Board. The Board also announced that Jason W. Grubb, the Company's Chief Operating Officer, Originations, would succeed Mr. Kulas as President, effective as of the close of business on July 2, 2015, that Stephen A. Ferriss had been appointed as Chairman of the Board, effective as of the close of business on July 2, 2015, and that Jennifer Popp, the Company's Deputy Chief Financial Officer, had been appointed as interim Chief Financial Officer until Mr. Kulas' permanent successor is appointed.

The Board of Directors of the Company (the **Board** ) is pleased to inform you that it has nominated Jason A. Kulas to stand for election as a director at the Annual Meeting. This First Supplement provides additional information regarding the qualifications and business background of Jason A. Kulas and his nomination.

Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Proxy Statement.

**THIS INFORMATION UPDATES INFORMATION THAT IS INCLUDED IN THE PROXY STATEMENT. WE URGE YOU TO READ THIS INFORMATION AND THE PROXY STATEMENT CAREFULLY.**

## **PROPOSAL I**

### **ELECTION OF DIRECTORS**

As of our Annual Meeting, our board will consist of thirteen members. The current members are Roman Blanco, John H. Corston, Thomas G. Dundon, Stephen A. Ferriss, William P. Hendry, Matthew Kabaker, Jason Kulas, Gonzalo de Las Heras, Tagar C. Olson, Gerald P. Plush, Wolfgang Schoellkopf, Javier San Felix and Heidi Ueberroth. The nominees for election as directors are the nominees described in the Proxy Statement and Jason Kulas. Directors of the Company are elected to one-year terms, each to serve until the next annual meeting of stockholders and until his or her successor has been duly elected and qualified.

It is intended that the proxies solicited by the Board will be voted for the election of each of the named nominees, as revised by this First Supplement, unless otherwise specified. However, if any of the current nominees is unable to serve, the shares represented by valid proxies will be voted for the election of such further substitute as the Board may recommend. At this time, the Board knows of no reason why and of the current nominees might be unavailable to serve. Each of the nominees, including Mr. Kulas, has consented to serve, if elected.

### **COMMITTEES OF THE BOARD OF DIRECTORS**

Mr. Kulas has been appointed to the Executive Committee of the Board.

### **INFORMATION ABOUT THE NOMINEE S QUALIFICATIONS,**

#### **EXPERIENCE, ATTRIBUTES OR SKILLS**

The Board believes that Mr. Kulas has the qualifications, experience, attributes and skills appropriate to his continued service as a director of the Company in light of the Company's business and structure and his prior experience as President and Chief Financial Officer of the Company. Mr. Kulas has a demonstrated record of business and professional accomplishments that indicates he has the ability to critically review, evaluate and access information provided to him.

### **BOARD RECOMMENDATION**

**THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF THE NOMINEES FOR DIRECTOR LISTED IN THE PROXY STATEMENT, WHICH NOW INCLUDE JASON A. KULAS.**

**ANNUAL MEETING OF SANTANDER CONSUMER USA HOLDINGS INC.**

**Date:** July 15, 2015  
**Time:** 10:00 A.M. (Local Time)  
**Place:** 1601 Elm Street, Suite 800, Dallas, Texas 75201

**Please make your marks like this: x Use dark black pencil or pen only**

Board of Directors Recommends a Vote **FOR** proposals 1, 2 and 3 and **3 YEARS** on proposal 4.

**1: Election of Directors**

**Directors**

**Recommend**

	<b>For</b>	<b>Withhold</b>	<b>ä</b>
01 Thomas G. Dundon	..	..	<b>For</b>
02 Jose Garcia Cantera	..	..	<b>For</b>
03 Stephen A. Ferriss	..	..	<b>For</b>
04 Victor Hill	..	..	<b>For</b>
05 Mónica López-Monís Gallego	..	..	<b>For</b>
06 Javier Maldonado	..	..	<b>For</b>
07 Blythe Masters	..	..	<b>For</b>
08 Robert J. McCarthy	..	..	<b>For</b>
09 Gerald P. Plush	..	..	<b>For</b>
10 William Rainer	..	..	<b>For</b>
11 Wolfgang Schoellkopf	..	..	<b>For</b>
12 Heidi Ueberroth	..	..	<b>For</b>
13 Jason A. Kulas	..	..	<b>For</b>

**For      Against      Abstain**

**2:** The ratification of our appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the current fiscal year.

**For**

**For**

**3:** Say-on-Pay. Approval of the compensation of our named executive officers, on an advisory, non-binding basis, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion.

<b>4:</b> Say-on-Frequency. Approval for the say-on-pay advisory vote on executive compensation to occur once every 3 YEARS.	<b>1 year</b>	<b>2 years</b>	<b>3 years</b>	<b>Abstain</b>	<b>3</b>
	..	..	..	..	<b>Years</b>

**5:** To consider and act upon any other matters which may properly come before the meeting or any adjournment thereof.

**Authorized Signatures - This section must be completed for your Instructions to be executed.**

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

Please sign exactly as your name(s) appears on your stock certificate. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the proxy.

**Annual Meeting of Santander Consumer USA Holdings Inc.**

**to be held on Wednesday, July 15, 2015**

**for Holders as of June 1, 2015**

**This proxy is being solicited on behalf of the Board of Directors**

**VOTE BY:**

**INTERNET**

**TELEPHONE**

Go To  
**www.proxypush.com/sc**  
Cast your vote online.  
View Meeting Documents.

**OR**

Use any touch-tone telephone.  
**Have your Proxy Card/Voting Instruction Form ready.**  
Follow the simple recorded instructions.

**MAIL**

**OR**

Mark, sign and date your Proxy Card/Voting Instruction Form.  
Detach your Proxy Card/Voting Instruction Form.  
Return your Proxy Card/Voting Instruction Form in the postage-paid envelope provided.

The undersigned hereby appoints Eldridge A. Burns, Jr. and Jason A. Kulas, and each or either of them, as the true and lawful attorneys of the undersigned, with full power of substitution and revocation, and authorizes them, and each of them, to vote all the shares of capital stock of Santander Consumer USA Holdings Inc. which the undersigned is

entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED FOR THE ELECTION OF THE DIRECTORS IN ITEM 1 AND FOR THE PROPOSALS IN ITEMS 2 AND 3 AND AUTHORITY WILL BE DEEMED GRANTED UNDER ITEM 4.

**All votes must be received by 5:00 P.M., Eastern Time, July 14, 2015.**

**PROXY TABULATOR FOR**

**SANTANDER CONSUMER USA HOLDINGS INC.  
P.O. BOX 8016  
CARY, NC 27512-9903**



**EVENT #**

**CLIENT #**

**OFFICE #**



**Proxy Santander Consumer USA Holdings Inc.  
Annual Meeting of Stockholders  
July 15, 2015 10:00 A.M. (Local Time)  
This Proxy is Solicited on Behalf of the Board of Directors**

The undersigned appoints Eldridge A. Burns, Jr. and Jason A. Kulas (the Named Proxies ) and each of them as proxies for the undersigned, with full power of substitution, to vote the shares of common stock of Santander Consumer USA Holdings Inc., a Delaware corporation (the Company ), the undersigned is entitled to vote at the Annual Meeting of Stockholders of the Company to be held at the offices of Santander Consumer USA Holdings Inc., at 1601 Elm Street, Suite 800, Dallas, Texas 75201, on Wednesday, July 15, 2015 at 10:00 A.M. (Local Time) and all adjournments thereof.

The Board of Directors of the Company recommends a vote FOR all nominees for director, FOR proposals 2 and 3, and for 3 YEARS for Proposal 4.

**This proxy, when properly executed, will be voted in the manner directed herein. If no direction is made, this proxy will be voted FOR all nominees for director and FOR each proposal. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.**

**You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors recommendation. The Named Proxies cannot vote your shares unless you sign and return this card.**