

Santander Consumer USA Holdings Inc.
 Form 3
 January 22, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 * ZILBERMAN DANIEL (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 01/22/2014	3. Issuer Name and Ticker or Trading Symbol Santander Consumer USA Holdings Inc. [SC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
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C/O SANTANDER
 CONSUMER USA HOLDINGS
 INC., 8585 NORTH
 STEMMONS FREEWAY
 SUITE 1100-N
 (Street)

DALLAS, TX 75247
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	29,416,903.52	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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(Month/Day/Year)	Derivative Security (Instr. 4)	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZILBERMAN DANIEL C/O SANTANDER CONSUMER USA HOLDINGS INC. 8585 NORTH STEMMONS FREEWAY SUITE 1100-N DALLAS, TX 75247	Â X	Â	Â	Â

Signatures

/s/ Daniel Zilberman 01/22/2014

**Signature of Reporting Person 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) This Form 3 is being filed in connection with the effectiveness of the Registration Statement on Form 8-A relating to the registration under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") of shares of common stock, par value \$0.01 per share ("Common Stock") of Santander Consumer USA Holdings, Inc. (the "Issuer") in connection with the Issuer's initial public offering of such Common Stock.
- (2) The securities reported herein may be deemed to be indirectly beneficially owned by Sponsor Auto Finance - WP, L.P., a Delaware limited partnership ("Sponsor Auto WP"). Common Stock of the Issuer beneficially owned by Sponsor Auto WP may also be deemed to be beneficially owned by Warburg Pincus (Bermuda) Private Equity X, L.P., a Bermuda exempted limited partnership ("WP (Bermuda) LP"), via a wholly owned affiliated entity, and Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WPX"). Warburg Pincus (Bermuda) Private Equity X, LLC, a Delaware limited liability company ("WP (Bermuda) PE X"), is the general partner of Sponsor Auto WP, and WP (Bermuda) LP, is the sole member of WP (Bermuda) PE X. (Continued in Footnote 3)
- (3) Warburg Pincus (Bermuda) X, L.P., a Bermuda exempted limited partnership ("WP (Bermuda) X LP"), is the general partner of WP (Bermuda) LP. Warburg Pincus (Bermuda) X, Ltd., a Bermuda exempted company ("WP (Bermuda) X Ltd."), is the general partner of WP (Bermuda) X LP. Warburg Pincus (Bermuda) Private Equity Ltd., a Bermuda exempted company ("WP (Bermuda) PE Ltd."), wholly owns WP (Bermuda) X Ltd. Warburg Pincus X, L.P., a Delaware limited partnership ("WPX LP"), is the general partner of WPX. Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC"), is the general partner of WP X LP. (Continued in Footnote 4)
- (4) Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WPX LLC. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. WP (Bermuda) LP and WPX are managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC", and together with WPX, WPX LP, WP X LLC, WP Partners, WP, Sponsor Auto WP, WP (Bermuda) PE X, WP (Bermuda) LP, WP (Bermuda) X LP, WP (Bermuda) X Ltd. and WP (Bermuda) PE Ltd., the "Warburg Pincus Entities").
- (5) Daniel Zilberman, the reporting person and a director of the Issuer, is a Member and Managing Director of WP LLC. As such, Mr. Zilberman may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Exchange Act) in an indeterminate portion of the securities reported as beneficially owned by the Warburg Pincus Entities. Mr. Zilberman disclaims beneficial ownership of all such securities, except to the extent of any direct pecuniary interest therein.

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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