

Santander Consumer USA Holdings Inc.

Form 4

August 06, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Popp Jennifer

(Last) (First) (Middle)

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

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Deputy Chief Financial Officer

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/04/2015		M		4,861	A	\$ 12.1	7,137	D
Common Stock	08/04/2015		M		15,857	A	\$ 9.21	22,994	D
Common Stock	08/04/2015		M		11,013	A	\$ 9.21	34,007	D
Common Stock	08/04/2015		S ⁽¹⁾		31,731	D	\$ 23.8086	2,276	D

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock option (right to buy)	\$ 12.1	08/04/2015		M	4,861	(2) 07/16/2022	Common Stock	4,861
Stock option (right to buy)	\$ 9.21	08/04/2015		M	15,857	(3) 07/16/2022	Common Stock	15,857
Stock option (right to buy)	\$ 9.21	08/04/2015		M	11,013	(2) 07/16/2022	Common Stock	11,013

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Popp Jennifer C/O SANTANDER CONSUMER USA HOLDINGS INC. 1601 ELM STREET SUITE 800 DALLAS, TX 75201	Deputy Chief Financial Officer

Signatures

/s/ Eldridge A. Burns, Jr.,
Attorney-in-Fact

08/06/2015

__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).

(1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award is time vested, generally

(2) based on continued service, and performance vested. Subject to the company's achievement of certain performance targets, the award is scheduled to vest in equal installments on each of July 16th, 2013, 2014, 2015, 2016, and 2017.

(3) Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award is time vested, generally based on continued service, and is scheduled to vest in equal installments on each of July 16th, 2013, 2014, 2015, 2016, and 2017.

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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