

Karam Fahmi
Form 3
June 21, 2018

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

OMB APPROVAL

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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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| Â Karam Fahmi (Last) (First) (Middle) | 06/13/2018 (Month/Day/Year) | Santander Consumer USA Holdings Inc. [SC] | | |

C/O SANTANDER
CONSUMER USA HOLDINGS
INC.,Â 1601 ELM STREET,
SUITE 800
(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Please see remarks

DALLAS,Â TXÂ 75201
(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 | 28,882 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| Stock option (right to buy) | Â (4) | 09/22/2025 | Common Stock | 19,600 | \$ 21.74 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Karam Fahmi C/O SANTANDER CONSUMER USA HOLDINGS INC. 1601 ELM STREET, SUITE 800 DALLAS, TX 75201 | Â | Â | Â Please see remarks | Â |

Signatures

/s/ Fahmi Karam 06/21/2018

__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) Includes 9,544 restricted stock units (RSUs) that were granted on March 22, 2016 under the Santander Consumer USA Holdings Inc. Omnibus Incentive Plan (the "Plan"). One-third of the RSU award vested on each of March 22, 2017 and 2018 and one-third of the RSU award is scheduled to vest on March 22, 2019. After the shares subject to the RSUs vest and are settled, they remain subject to transfer and sale restrictions for a period of one year.

(2) Includes 10,033 RSUs that were granted under the Plan. 60% of the RSU award vested at grant on March 1, 2017 and 13.33% of the RSU award vested on March 1, 2018. 13.33% of the RSU award is scheduled to vest on each of March 1, 2019 and 2020. After the shares subject to the RSUs vest and are settled, they remain subject to transfer and sale restrictions for a period of one year.

(3) Includes 9,305 RSUs that were granted under the Plan. 60% of the RSU award vested at grant on March 1, 2018 and 13.33% of the RSU award is scheduled to vest on each of March 1, 2019, 2020 and 2021. After the shares subject to the RSUs vest and are settled, they remain subject to transfer and sale restrictions for a period of one year.

(4) Granted pursuant to the Plan on September 22, 2015. 20% of the options became exercisable on each of September 22, 2016 and 2017, and 20% of the options is scheduled become exercisable on each of September 22, 2018, 2019 and 2020.

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Remarks:

The reporting person's title is EVP, Head of Pricing and Analytics.
Exhibit List: Ex. 24 - Power of Attorney

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.