

Sajnani Sunil
Form 3
March 12, 2019

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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Sajnani Sunil</p> <p>(Last) (First) (Middle)</p> <p>C/O SANTANDER CONSUMER USA HOLDINGS INC.,Â 1601 ELM STREET, SUITE 800</p> <p>(Street)</p> <p>DALLAS,Â TXÂ 75201</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/04/2019</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Santander Consumer USA Holdings Inc. [SC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Please see remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

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 | 26,748 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> | D | Â |

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) | (Instr. 5) |
|---------------------|--------------------|------------|-----------------------------------|--------|----------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| | Â (8) | 06/17/2025 | Common Stock | 19,300 | \$ 25.89 | D | Â | |

Reporting Owners

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

Signatures

/s/ Sunil Sajnani 03/12/2019
**Signature of Date
Reporting Person

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 14,638 shares of Common Stock that settled upon the vesting of restricted stock units (RSUs) under the Santander Consumer USA Holdings Inc. Omnibus Incentive Plan (the "Plan") as described in footnotes 2-7.
Includes 2,121 RSUs that were granted on March 22, 2016 under 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.
- (3) Includes 708 RSUs that were granted under the Plan. 60% of the RSUs vested at grant on April 5, 2016 and 13.33% of the RSUs vested on each of April 5, 2017 and 2018. The remaining 13.33% of the RSUs are scheduled to vest on April 5, 2018. 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) Includes 1,140 RSUs that were granted on November 1, 2016 under the Plan. The RSU award is scheduled to vest on March 15, 2019, subject to satisfying performance metrics described in the applicable award agreement. 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.
- (5) Includes 1,004 RSUs that were granted under the Plan. 60% of the RSUs vested at grant on March 1, 2017 and 13.33% of the RSUs vested on each of March 1, 2018 and 2019. The remaining 13.33% of the RSUs are scheduled to vest on March 1, 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.
- (6) Includes 3,044 RSUs that were granted under the Plan. 60% of the RSUs vested at grant on March 1, 2018 and 13.33% of the RSUs vested on March 1, 2019. The remaining 26.66% of the RSUs are scheduled to vest in equal installments on each of March 1, 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.
- (7) Includes 4,093 RSUs that were granted under the Plan. 60% of the RSUs vested at grant on March 1, 2019. The remaining 40% of the RSUs are scheduled to vest in equal installments on each of March 1, 2020, 2021 and 2022. 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.
- (8) Granted pursuant to the Plan on June 17, 2015. 20% of the options became exercisable on each of June 17, 2016, 2017 and 2018 and 20% of the options are scheduled to become exercisable on each of June 17, 2019 and 2020.

^

Remarks:

Officer^ title:^ Head^ of^ Digital^ and^ Service^ for^ Others

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.

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