Santander Consumer USA Holdings Inc.

Form 4 May 02, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

See Instruction

1. Name and A Kulas Jason	2. Issuer Name and Ticker or Trading Symbol Santander Consumer USA Holdings Inc. [SC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O SANTA USA HOLI ST., SUITE	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2016					X Director 10% OwnerX Officer (give title Other (specify below) below) Chief Executive Officer					
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
DALLAS, TX 75201								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/28/2016			A(1)	6,656	A	\$ 0 (1)	271,779	D		
Common	04/28/2016			F ⁽²⁾	910	D	\$	270,869	D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ite	Amou	nt of	Derivative	1
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable Date	ercisable Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Kulas Jason A. C/O SANTANDER CONSUMER USA HOLDINGS INC. 1601 ELM ST., SUITE 800 DALLAS, TX 75201	X		Chief Executive Officer			

Signatures

/s/ Eldridge A. Burns, Jr., Attorney-in-Fact 05/02/2016

**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).
- The restricted stock units were granted under the Santander Consumer USA Holdings Inc. Omnibus Incentive Plan. The restricted stock unit award includes a total of 6,656 shares, 50% of which vested at grant on April 28, 2016 and were settled in shares of common stock.

 The remaining 50% will vest in equal installments on each of April 28, 2017, April 28, 2018 and April 28, 2019. After the shares subject to the restricted stock units vest and are settled, they will remain subject to transfer and sale restrictions for a period of one year.
- (2) Shares withheld for taxes upon the settlement in shares of restricted stock units granted to the reporting person.

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.

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