Santander Consumer USA Holdings Inc.

Form 4

March 03, 2017

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

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1(b).

(Print or Type Responses)

1. Name and A	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)					
				f Earliest Tr Day/Year) 017	ransaction			Director 10% Owner X Officer (give title Other (specify below) Chief Human Resources Officer			
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
F				nth/Day/Year	:)			Applicable Line)			
DALLAS,						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	med on Date, if Day/Year)	Code (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)		
Common Stock	03/01/2017			A(1)	20,234	A	\$ 0	20,546	D		
Common Stock	03/01/2017			F(2)	3,321	D	\$ 14.95	17,225	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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

VANROEKEL LISA C/O SANTANDER CONSUMER USA HOLDINGS INC. 1601 ELM STREET, SUITE 800 DALLAS, TX 75201

Chief Human Resources Officer

Signatures

/s/ Kristopher Tate, 03/03/2017 Attorney-in-Fact

**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).

Restricted stock units (RSUs) were granted under the Santander Consumer USA Holdings Inc. Omnibus Incentive Plan. The RSU award includes a total of 20,234 shares, 60% of which vested at grant on March 1, 2017 and were settled in shares of common stock. The **(1)** remaining 40% will vest in equal installments on each of March 1, 2018, March 1, 2019 and March 1, 2020. After the shares subject to the RSUs 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 RSUs 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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