

Santander Consumer USA Holdings Inc.
 Form 4
 May 02, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Popp Jennifer

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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2016

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

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

(Street)

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

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

DALLAS, TX 75201

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/28/2016		A ⁽¹⁾	647 A \$ 0 ⁽¹⁾	23,850	D	
Common Stock	04/28/2016		F ⁽²⁾	102 D \$ 13.41	23,748	D	
Common Stock	04/28/2016		A ⁽³⁾	1,342 A \$ 0 ⁽³⁾	25,090	D	

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

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SEC 1474 (9-02)

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

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 647 shares, 60% of which vested at grant on April 28, 2016 and were settled in shares of common stock.
- (1) The remaining 40% 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.
- The restricted stock units were granted under the Santander Consumer USA Holdings Inc. Omnibus Incentive Plan. The restricted stock units award will vest in equal amounts 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.
- (3)

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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