



Edgar Filing: Santander Consumer USA Holdings Inc. - Form 4

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

**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.**

SEC 1474  
(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock option (right to buy)	\$ 12.1	05/04/2015		M	1,713,246	(2) 12/31/2021	Common Stock	1,713,246	
Stock option (right to buy)	\$ 9.21	05/04/2015		M	561,382	(2) 12/31/2021	Common Stock	561,382	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dundon Thomas G. SANTANDER CONSUMER USA HOLDINGS INC. 1601 ELM ST., STE 800 DALLAS, TX 75201	X	X	Chief Executive Officer	

## Signatures

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

05/06/2015

\_\_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).

- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award was originally time vested, generally based on continued service, and performance vested. In accordance with the company's achievement of certain performance targets, 20% of the options vested upon each of December 31, 2012, and 2013, and the remainder vested upon

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consummation of the initial public offering. All options are currently exercisable.

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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