

Santander Consumer USA Holdings Inc.

Form 3

January 22, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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)

1. Name and Address of Reporting  
Person \*

Â Rodgers R. Michele

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/22/2014

3. Issuer Name **and** Ticker or Trading Symbol

Santander Consumer USA Holdings Inc. [SC]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)C/O SANTANDER  
CONSUMER USA HOLDINGS  
INC.,Â 8585 NORTH  
STEMMONS FREEWAY  
SUITE 1100-N

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

See Remarks

DALLAS,Â TXÂ 75247

(City)

(State)

(Zip)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person**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

35,210

D

Â

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

SEC 1473 (7-02)

**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.****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 Date3. Title and Amount of  
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect  
Beneficial Ownership

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	(Month/Day/Year)	Expiration Date	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		Title	Amount or Number of Shares			
Stock Option (right to buy)	Â (1)	12/31/2021	Common Stock	52,154	\$ 9.21	D	Â
Stock Option (right to buy)	Â (2)	12/31/2021	Common Stock	54,809	\$ 9.21	D	Â
Stock Option (right to buy)	Â (2)	12/31/2021	Common Stock	24,183	\$ 12.1	D	Â
Stock Option (right to buy)	Â (3)	05/31/2022	Common Stock	34,313	\$ 9.21	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rodgers R. Michele C/O SANTANDER CONSUMER USA HOLDINGS INC. 8585 NORTH STEMMONS FREEWAY SUITE 1100-N DALLAS, TX 75247	Â	Â	Â See Remarks	Â

## Signatures

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

01/22/2014

\*\*Signature of Reporting Person

Date

## 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) Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award is time vested generally based on continued service and is scheduled to vest 31.25% on December 31 of each of 2014, 2015, and 2016. 3.125% of the options vested upon each of December 31, 2012 and 2013 and are currently exercisable.

(2) Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award is time vested, generally based on continued service, and performance vested. Subject to the company's achievement of certain performance targets, the award is scheduled to vest 31.25% on December 31 of each of 2014, 2015, and 2016. 3.125% of the options vested upon each of December 31, 2012 and 2013 and are currently exercisable.

(3) Granted pursuant to the Santander Consumer USA Inc. 2011 Management Equity Plan. The stock option award is time vested based generally on continued service and is scheduled to vest in equal installments on each of the first through fifth anniversaries of the date of the grant, which grant occurred on May 31, 2012. 20% of the options vested on May 31, 2013 and are currently exercisable.

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### Remarks:

ChiefÂ ComplianceÂ andÂ RiskÂ Officer

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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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