

Santander Consumer USA Holdings Inc.
 Form 4
 January 30, 2014

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 *
 Centerbridge Associates II, L.P.

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)
 C/O CENTERBRIDGE PARTNERS, L.P., 375 PARK AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 01/28/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 NEW YORK, NY 10019

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 01/28/2014 | | S | | 18,464,740 | D | \$ 23.04 <u>(1)</u> |
| | | | | | 5,722,491.75 | I | See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

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SEC 1474 (9-02)

number.

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 Beneficially Owned Following Reported Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | 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 |
| Centerbridge Associates II, L.P. C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10019 | | X | | |
| Centerbridge GP Investors II, LLC C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| CCP II AIV I, L.P. C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| Sponsor Auto Finance Super Holdings, LLC C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| Aronson Jeffrey C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |
| Gallogly Mark T C/O CENTERBRIDGE PARTNERS, L.P. 375 PARK AVENUE | | X | | |

NEW YORK, NY 10152

Signatures

| | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| SPONSOR AUTO FINANCE SUPER HOLDINGS, LLC By: CCP II AIV I, L.P. By: Centerbridge Associates II, L.P.; By: Centerbridge GP Investors II, LLC By: /s/ Mark T. Gallogly, Name: Mark T. Gallogly Title: Authorized Signatory | 01/30/2014 |
| **Signature of Reporting Person | Date |
| CCP II AIV I, L.P. By: Centerbridge Associates II, L.P. By: Centerbridge GP Investors II, LLC By: /s/ Mark T. Gallogly, Name: Mark T. Gallogly, Title: Authorized Signatory | 01/30/2014 |
| **Signature of Reporting Person | Date |
| CENTERBRIDGE ASSOCIATES II, L.P. By: Centerbridge GP Investors II, LLC By: /s/ Mark T. Gallogly, Name: Mark T. Gallogly, Title: Authorized Signatory | 01/30/2014 |
| **Signature of Reporting Person | Date |
| CENTERBRIDGE GP INVESTORS II, LLC, By: /s/ Mark T. Gallogly, Name: Mark T. Gallogly, Title: Authorized Signatory | 01/30/2014 |
| **Signature of Reporting Person | Date |
| JEFFREY H. ARONSON, By: /s/ Jeffrey H. Aronson | 01/30/2014 |
| **Signature of Reporting Person | Date |
| MARK T. GALLOGLY, By: /s/ Mark T. Gallogly | 01/30/2014 |
| **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) This amount represents the \$24.00 initial public offering price per share of common stock, par value \$0.01 per share ("Common Stock"), of Santander Consumer USA Holdings Inc. (the "Issuer"), less the underwriting discount of \$0.96 per share of Common Stock.
Sponsor Auto Finance Holdings Series LP ("Sponsor Holdings LP") directly holds all of the shares of Common Stock of the Issuer reported herein. Sponsor Auto Finance GP LLC ("Sponsor GP") is the general partner of Sponsor Holdings LP. Following the sale reported herein, a private investor group, including affiliates of each of Kohlberg Kravis Roberts & Co. L.P., Centerbridge Partners, L.P. and Warburg Pincus LLC hold interests in the Issuer through Sponsor Holdings LP.
 - (2) Sponsor Auto Finance Super Holdings, LLC may be deemed to indirectly beneficially own these shares of Common Stock by virtue of its interests in Sponsor GP and Sponsor Holdings LP. The managing member of Sponsor Auto Finance Super Holdings, LLC is CCP II AIV I, L.P., and the sole general partner of CCP II AIV I, L.P. is Centerbridge Associates II, L.P. The sole general partner of Centerbridge Associates II, L.P. is Centerbridge GP Investors II, LLC. The managing members of Centerbridge GP Investors II, LLC are Jeffrey H. Aronson and Mark T. Gallogly.
 - (3) Each of the Reporting Persons, Sponsor GP and each of the other entities or persons described herein as having interests in Sponsor Holdings LP disclaims beneficial ownership of the securities reported herein, except to the extent of such person or entity's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, such persons or entities are the beneficial owners of any securities reported herein.
 - (4)

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.