

Santander Consumer USA Holdings Inc.
Form 8-K
June 29, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 28, 2018

SANTANDER CONSUMER USA HOLDINGS INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------|--|
| Delaware | 001-36270 | 32-0414408 |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

75201

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**1601 Elm St. Suite #800
Dallas, Texas**

(Zip Code)

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (214) 634-1110

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On June 28, 2018, Santander Consumer USA Holdings Inc. (SC or the Company) and its parent company, Santander Holdings USA, Inc. (SHUSA) announced that the Federal Reserve Board did not object to SHUSA s capital plan under the recently finalized results of the 2018 Comprehensive Capital Analysis and Review. The SC portion of the capital plan included a \$0.20 per share distribution for the third and fourth quarters of 2018 and the first and second quarters of 2019 as well as an authorization to repurchase \$200 million of outstanding common stock between July 1, 2018 and June 30, 2019. While the Federal Reserve did not object to SHUSA s capital plan, any SC capital distribution is subject to SHUSA maintaining a strong capital position, and approval by the Boards of Directors of SHUSA and SC.

A copy of the press release relating to this announcement is attached hereto as Exhibit 99.1. The information in Exhibit 99.1 is being furnished and shall not be deemed filed for the purposes of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that section.

Cautionary Note Regarding Forward-Looking Information

This Current Report on Form 8-K (including the Exhibit hereto) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions, or future events or performance are not historical facts and may be forward-looking and reflect the current beliefs and expectations of the Company s management. These statements are often, but not always, made through the use of words or phrases such as anticipates, believes, can, could, may, predicts, potential, should, will, estimate, plans, projects, continuing, ongoing, expects, intends, phrases. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, these statements are not guarantees of future performance and involve risks and uncertainties which are subject to change based on various important factors, some of which are beyond the Company s control. Factors that could cause the Company s actual results to differ materially from those described in the forward-looking statements can be found in the Company s Annual Report on Form 10-K for the year ended December 31, 2017 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, which have been filed with the Securities and Exchange Commission and are available on the Company s website (<http://investors.santanderconsumerusa.com/investor-home/default.aspx>) and on the Securities and Exchange Commission s website (www.sec.gov). The Company does not undertake to update the forward-looking statements to reflect the impact of circumstances or events that may arise after the date of the forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | <u>Press Release, dated June 28, 2018</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 28, 2018

SANTANDER CONSUMER USA HOLDINGS INC.

By: /s/ Christopher Pfirman

Name: Christopher Pfirman

Title: Chief Legal Officer