

Santander Consumer USA Holdings Inc.  
Form 4  
March 03, 2017

**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 \*  
GOIN DONALD

(Last) (First) (Middle)

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)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2017

Director \_\_\_\_\_ 10% Owner \_\_\_\_\_  
 Officer (give title below) \_\_\_\_\_ Other (specify below) \_\_\_\_\_  
Chief Information Officer

DALLAS, TX 75201

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)	
				(A) or (D)				
			Code	V	Amount	Price		
Common Stock	03/01/2017		A <sup>(1)</sup>	15,050	A	\$ 0	43,460	D
Common Stock	03/01/2017		F <sup>(2)</sup>	2,468	D	\$ 14.95	40,992	D

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

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOIN DONALD C/O SANTANDER CONSUMER USA HOLDINGS INC. 1601 ELM STREET, SUITE 800 DALLAS, TX 75201			Chief Information Officer	

## Signatures

/s/ Kristopher Tate, 03/03/2017  
 Attorney-in-Fact Date

\*\*Signature of Reporting Person

## 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) Restricted stock units (RSUs) were granted under the Santander Consumer USA Holdings Inc. Omnibus Incentive Plan. The RSU award includes a total of 15,050 shares, 60% of which vested at grant on March 1, 2017 and were settled in shares of common stock. The remaining 40% will vest in equal installments on each of March 1, 2018, March 1, 2019 and March 1, 2020. After the shares subject to the RSUs 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 RSUs granted to the reporting person.

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.