

Santander Consumer USA Holdings Inc.  
 Form 3  
 January 22, 2014

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

OMB APPROVAL

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**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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Sponsor Auto Finance Holdings Series LP			(Month/Day/Year)	Santander Consumer USA Holdings Inc. [SC]	
(Last)	(First)	(Middle)	01/22/2014		
C/O SANTANDER CONSUMER USA HOLDINGS INC., 8585 NORTH STEMMONS FREEWAY SUITE 1100-N			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
DALLAS, TX 75247			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**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, par value \$0.01 per share	86,496,266	D <sup>(1)</sup>	^

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)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sponsor Auto Finance Holdings Series LP C/O SANTANDER CONSUMER USA HOLDINGS INC. 8585 NORTH STEMMONS FREEWAY SUITE 1100-N DALLAS, TX 75247	^	^ X	^	^
Sponsor Auto Finance GP LLC C/O SANTANDER CONSUMER USA HOLDINGS INC. 8585 NORTH STEMMONS FREEWAY SUITE 1100-N DALLAS, TX 75247	^	^ X	^	^

## Signatures

SPONSOR AUTO FINANCE HOLDINGS SERIES LP; by: Sponsor Auto Finance GP LLC;  
by: /s/ Matthew Kabaker, Name: Matthew Kabaker, Title: Co-President 01/22/2014

Date

\*\*Signature of Reporting Person

SPONSOR AUTO FINANCE GP LLC; by: /s/ Matthew Kabaker, Name: Matthew Kabaker,  
Title: Co-President 01/22/2014

Date

\*\*Signature of Reporting Person

## 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).

Sponsor Auto Finance Holdings Series LP ("Sponsor Holdings LP") holds 86,496,266 shares of common stock, par value \$0.01 per share (the "Shares"), of Santander Consumer USA Holdings Inc (the "Issuer"). Sponsor Auto Finance GP LLC ("Sponsor GP") is the general partner of Sponsor Holdings LP. A private investor group, including (i) affiliates of each of Kohlberg Kravis Roberts & Co. L.P., (1) Centerbridge Partners, L.P. and Warburg Pincus LLC, (ii) DFS Sponsor Investments LLC, an entity affiliated with the Chief Executive Officer of the Issuer; and (iii) the President and Chief Financial Officer of the Issuer hold interests in the Issuer through Sponsor Holdings LP. Sponsor GP and each holder of interests in Sponsor Holdings LP and/or Sponsor GP disclaims beneficial ownership of the Shares held by Sponsor Holdings LP except to the extent of its pecuniary interest therein.

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.