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 *
Â Warburg Pincus X Partners, L.P.

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO.,Â 450 LEXINGTON AVENUE

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

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 Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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, par value $0.01 per share	29,416,903.52	I	See footnotes (1) (2) (3) (4) (5)

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 Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK,Â NYÂ 10017	Â X	Â X	Â	Â
Warburg Pincus X, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK,Â NYÂ 10017	Â X	Â X	Â	Â
Warburg Pincus X LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK,Â NYÂ 10017	Â X	Â X	Â	Â
Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORKD,Â NYÂ 10017	Â X	Â X	Â	Â
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK,Â NYÂ 10017	Â X	Â X	Â	Â
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK,Â NYÂ	Â	Â X	Â	Â
KAYE CHARLES R C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK,Â NYÂ 10017	Â	Â X	Â	Â
Landy Joseph P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK,Â NYÂ 10017	Â	Â X	Â	Â

Signatures

/s/ Steven G. Glenn, Attorney in fact* of, Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC, the sole member of Warburg Pincus X LLC, the GP of Warburg Pincus X, L.P., the GP of Warburg Pincus X Partners, L.P. 01/22/2014

**Signature of Reporting Person	Date
/s/ Steven G. Glenn, Attorney in fact* of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC, the sole member of Warburg Pincus X LLC, the general partner of Warburg Pincus X, L.P.	01/22/2014
**Signature of Reporting Person	Date
/s/ Steven G. Glenn, Attorney in fact* of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC, the sole member of Warburg Pincus X LLC	01/22/2014
**Signature of Reporting Person	Date
/s/ Steven G. Glenn, Attorney in fact* of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC	01/22/2014
**Signature of Reporting Person	Date
/s/ Steven G. Glenn, Attorney in fact* of, Warburg Pincus & Co.	01/22/2014
**Signature of Reporting Person	Date
/s/ Steven G. Glenn, Managing Director, Warburg Pincus LLC	01/22/2014
**Signature of Reporting Person	Date
/s/ Steven G. Glenn, Attorney-in-fact for Charles R. Kaye*	01/22/2014
**Signature of Reporting Person	Date
/s/ Steven G. Glenn, Attorney-in-fact for Joseph P. Landy*	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) This Form 3 is being filed in connection with the effectiveness of the Registration Statement on Form 8-A relating to the registration under Section 12 of the Securities Exchange Act of 1934, as amended of shares of common stock, par value $0.01 per share ("Common Stock") of Santander Consumer USA Holdings, Inc. (the "Issuer") in connection with the Issuer's initial public offering of such Common Stock.

(2) Sponsor Auto Finance Holdings Series LP ("Sponsor Holdings LP") holds 86,496,266 shares of Common Stock of 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., 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.

(3) Sponsor Auto Finance - WP, L.P., a Delaware limited partnership ("Sponsor Auto WP"), may be deemed to indirectly beneficially own 29,416,903.52 shares of Common Stock of the Issuer by virtue of the interests it holds in Sponsor GP and Sponsor Holdings LP. Common Stock of the Issuer beneficially owned by Sponsor Auto WP may also be deemed to be beneficially owned by Warburg Pincus X Partners, L.P. ("WP X"), a Delaware limited partnership. Warburg Pincus X, L.P., a Delaware limited partnership ("WP X LP"), is the general partner of the WP X. Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC"), is the general partner of WP X LP; Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners"), is the sole member of WP X LLC. (Continued in Footnote 4)

(4) Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WP Partners. WP X is managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC", and together with WP X, WP X LP, WP X, LLC, WP Partners, WP, Sponsor Auto WP, the "Warburg Pincus Entities"). Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Chief Executive Officers of WP LLC and may be deemed to control the Warburg Pincus Entities. Each of Messrs. Kaye and Landy, together with the Warburg Pincus Entities are collectively referred to herein as the "Warburg Pincus Reporting Persons."

(5) Each Warburg Pincus Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock of the Issuer, except to the extent of its pecuniary interest in such shares of Common Stock. WP X, WP X LP, WP X LLC, WP Partners and WP are directors-by-deputization solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Information with

respect to each Warburg Pincus Reporting Person is given solely by such Warburg Pincus Reporting Person, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.

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Remarks:

DueÂ toÂ theÂ limitationÂ onÂ theÂ numberÂ ofÂ ReportingÂ PersonsÂ allowedÂ onÂ FormÂ 3,Â SponsorÂ AutoÂ WPÂ

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.