

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 *
 Warburg Pincus X Partners, 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)

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

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

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

(Street)

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

NEW YORK, NY 10017

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 01/28/2014 | | S | | 24,392,927 | D | |
| | | | | | \$ 23.04 | | |
| | | | | | 5,023,976.52 | I | |
| | | | | | (1) | | |
| | | | | | | | See footnotes (2) (3) (4) (5) |

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

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.

SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| Warburg Pincus X, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| Warburg Pincus X LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017 | | | X | |
| KAYE CHARLES R C/O WARBURG PINCUS & CO. | | | X | |

450 LEXINGTON AVENUE
NEW YORK, NY 10017

Landy Joseph P.
C/O WARBURG PINCUS & CO.
450 LEXINGTON AVENUE
NEW YORK, NY 10017

X

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. | 01/30/2014 |
| __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. | 01/30/2014 |
| __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 | 01/30/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven G. Glenn, Attorney in fact* of Warburg Pincus & Co., the managing member of Warburg Pincus Partners LLC | 01/30/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven G. Glenn, Attorney in fact* of, Warburg Pincus & Co. | 01/30/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven G. Glenn, Managing Director, Warburg Pincus LLC | 01/30/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven G. Glenn, Attorney-in-fact for Charles R. Kaye* | 01/30/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven G. Glenn, Attorney-in-fact for Joseph P. Landy* | 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.
- (2) 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.
- (3)

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Sponsor Auto Finance - WP, L.P., a Delaware limited partnership ("Sponsor Auto WP") may be deemed to indirectly beneficially own these 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 (the "Exchange Act"). 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. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Exchange Act or otherwise, such persons or entities are the beneficial owners of any of the securities reported herein.

Remarks:

Due to the limitations on the number of Reporting Persons allowed on Form 4, Sponsor Auto WP and certain of its affiliates,

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.