

ROBERTS GEORGE R
Form 4
September 10, 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 *
KKR Fund Holdings 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)
09/08/2014

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

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH ST., SUITE 4200

(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 10019

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	09/08/2014		S		5,023,976.52	D	\$ 18.65 (1)
						I	See footnotes (2) (3) (4) (5)

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

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number.

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 Reporting 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
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH ST., SUITE 4200 NEW YORK, NY 10019		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 2800 SAND HILL ROAD MENLO PARK, CA 94025		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH ST., SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH ST., SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH ST., SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH ST., SUITE 4200		X		

NEW YORK, NY 10019

KKR Management LLC
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
 9 WEST 57TH ST., SUITE 4200
 NEW YORK, NY 10019

KRAVIS HENRY R
 C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. X
 9 WEST 57TH ST., SUITE 4200
 NEW YORK, NY 10019

Signatures

KKR FUND HOLDINGS L.P., by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact (6) 09/10/2014

__Signature of Reporting Person Date

KKR FUND HOLDINGS GP LIMITED, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact (7) 09/10/2014

__Signature of Reporting Person Date

KKR GROUP HOLDINGS L.P., by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact (8) 09/10/2014

__Signature of Reporting Person Date

KKR GROUP LIMITED, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact (9) 09/10/2014

__Signature of Reporting Person Date

KKR & CO. L.P., by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact (10) 09/10/2014

__Signature of Reporting Person Date

KKR MANAGEMENT LLC, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact (11) 09/10/2014

__Signature of Reporting Person Date

HENRY R. KRAVIS, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact (12) 09/10/2014

__Signature of Reporting Person Date

GEORGE R. ROBERTS, by: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact (13) 09/10/2014

__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 \$18.68 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 \$0.03 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. Prior to 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 held interests in the Issuer through Sponsor Holdings LP. Following the sale reported herein, affiliates

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of Kohlberg Kravis Roberts & Co. L.P. no longer hold any interest in the Issuer through Sponsor Holdings LP.

- (3) KKR SCUSA Holdings L.P. may have been deemed to indirectly beneficially own these shares of Common Stock by virtue of its interests in Sponsor GP and Sponsor Holdings LP. The sole general partner of KKR SCUSA Holdings L.P. is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P. The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The sole general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Henry R. Kravis and George R. Roberts.
- (4) Each of the Reporting Persons, Sponsor GP and each of the other entities or persons described herein as having interests in Sponsor Holdings LP disclaims beneficial ownership of the securities reported herein, except to the extent of such person or entity's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, such persons or entities are the beneficial owners of any securities reported herein.
- (5) Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR SCUSA Holdings L.P., KKR Associates 2006 L.P. and KKR 2006 GP LLC have filed a separate Form 4.

Remarks:

- (6) Mr. Gallagher is signing in his capacity as attorney-in-fact for William J. Janetschek, a director of KKR Fund Holdings GP

Exhibit 24: Power of Attorney

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.