

# **SANTANDER CONSUMER USA HOLDINGS INC.**

Reported by  
**KKR & CO. INC.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 09/10/14 for the Period Ending 09/08/14

Address	1601 ELM ST. SUITE 800 DALLAS, TX, 75201
Telephone	214-634-1110
CIK	0001580608
Symbol	SC
Fiscal Year	12/31



**Remarks:**

(6) Mr. Gallagher is signing in his capacity as attorney-in-fact for William J. Janetschek, a director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P. (7) Mr. Gallagher is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Fund Holdings GP Limited. (8) Mr. Gallagher is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Group Limited, the general partner of KKR Group Holdings L.P. (9) Mr. Gallagher is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Group Limited. (10) Mr. Gallagher is signing in his capacity as attorney-in-fact for Mr. Janetschek, Chief Financial Officer of KKR Management LLC, the general partner of KKR & Co. L.P. (11) Mr. Gallagher is signing in his capacity as attorney-in-fact for Mr. Janetschek, Chief Financial Officer of KKR Management LLC. (12) Mr. Gallagher is signing in his capacity as attorney-in-fact for Henry R. Kravis. (13) Mr. Gallagher is signing in his capacity as attorney-in-fact for George R. Roberts.

## Exhibit 24: Power of Attorney

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

**Signatures**

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

9/10/2014

--Signature of Reporting Person

Date

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

9/10/2014

--Signature of Reporting Person

Date

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

9/10/2014

--Signature of Reporting Person

Date

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

9/10/2014

--Signature of Reporting Person

Date

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

9/10/2014

--Signature of Reporting Person

Date

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

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—Signature of Reporting Person

**9/10/2014**

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Date

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

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—Signature of Reporting Person

**9/10/2014**

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Date

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

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—Signature of Reporting Person

**9/10/2014**

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Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

## POWER OF ATTORNEY

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Henry R. Kravis

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Name: Henry R. Kravis

Date: May 28, 2014

## POWER OF ATTORNEY

Know all men by these presents that George R. Roberts does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ George R. Roberts

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Name: George R. Roberts

Date: May 28, 2014

## POWER OF ATTORNEY

Know all men by these presents that William J. Janetschek does hereby make, constitute and appoint David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes,

including without limitation the Form ID.

/s/ William J. Janetschek

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Name: William J. Janetschek

Date: May 28, 2014