

# **SANTANDER CONSUMER USA HOLDINGS INC.**

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

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 01/22/14 for the Period Ending 01/22/14

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

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
KKR Fund Holdings L.P.			1/22/2014		Santander Consumer USA Holdings Inc. [SC]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH ST., SUITE 4200			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10019					<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	29416903.52	I	See footnotes <a href="#">(1)</a> <a href="#">(2)</a> <a href="#">(3)</a> <a href="#">(4)</a>

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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			

#### Explanation of Responses:

- 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., 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.
- KKR SCUSA Holdings L.P. may be deemed to indirectly beneficially own 29,416,903.52 Shares 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 Gorge R. Roberts.
- 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.
- Because no more than 10 reporting persons can file any one Form 3 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 3.

#### Remarks:

(5) Mr. Kreider 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. (6) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Fund Holdings GP Limited. (7) Mr. Kreider 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. (8) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Group Limited. (9) Mr. Kreider 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. (10) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, Chief Financial Officer of KKR Management LLC. (11) Mr. Kreider is signing in his capacity as attorney-in-fact for Henry R. Kravis. (12) Mr. Kreider is signing in his capacity as attorney-in-fact for George R. Roberts.

Exhibit List:

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/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (5) 1/22/2014

--Signature of Reporting Person

Date

KKR FUND HOLDINGS GP LIMITED, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (6) 1/22/2014

--Signature of Reporting Person

Date

KKR GROUP HOLDINGS L.P., by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (7) 1/22/2014

--Signature of Reporting Person

Date

KKR GROUP LIMITED, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (8) 1/22/2014

--Signature of Reporting Person

Date

KKR & CO. L.P., by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (9) 1/22/2014

—Signature of Reporting Person

Date

**KKR MANAGEMENT LLC, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (10)**

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**1/22/2014**

—Signature of Reporting Person

Date

**HENRY R. KRAVIS, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (11)**

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**1/22/2014**

—Signature of Reporting Person

Date

**GEORGE R. ROBERTS, by: /s/ Richard J. Kreider, Name: Richard J. Kreider, Title: Attorney-in-fact (12)**

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**1/22/2014**

—Signature of Reporting Person

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 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).

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 and Richard J. Kreider, or either 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 member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on 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: July 31, 2005

## POWER OF ATTORNEY

Know all men by these presents that George R. Roberts does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either 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 member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on 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: July 31, 2005

## POWER OF ATTORNEY

Know all men by these presents that William J. Janetschek does hereby make, constitute and appoint Richard J. Kreider and David J. Sorkin, or either one of them or any other person acting at the direction of either 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 an officer, member or partner of any entity for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on 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: January 25, 2011