
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 28, 2017

SANTANDER CONSUMER USA HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of
Incorporation)

001-36270
(Commission File Number)

32-0414408
(IRS Employer Identification No.)

1601 Elm St. Suite #800
Dallas, Texas
(Address of Principal Executive Offices)

75201
(Zip Code)

Registrant's telephone number, including area code: **(214) 634-1110**

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On June 28, 2017, Santander Consumer USA Holdings Inc. (“SC” or the “Company”) and its parent company, Santander Holdings USA Inc. (“SHUSA”) announced that the Board of Governors of the Federal Reserve System (“Federal Reserve”) did not object to the planned capital actions described in SHUSA’s 2017 Capital Plan that was submitted as part of the Comprehensive Capital Analysis and Review (“CCAR”). The SC portion of the SHUSA capital plan included a \$0.03 per share distribution in Q4 2017 and a \$0.05 per share distribution in the first and second quarters of 2018. While the Federal Reserve did not object to SHUSA’s capital distribution plans, any SC capital distribution is subject to approval of the Company’s Board of Directors and SHUSA’s Board of Directors. The timing and amount of capital actions will depend on various factors, including the business plans and financial performance of both SC and SHUSA, as well as market conditions.

A copy of the press release relating to this announcement is attached hereto as Exhibit 99.1. The information in Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purposes of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that section.

Cautionary Note Regarding Forward-Looking Information

This Current Report on Form 8-K (including the Exhibit hereto) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions, or future events or performance are not historical facts and may be forward-looking and reflect the current beliefs and expectations of the Company’s management. These statements are often, but not always, made through the use of words or phrases such as “anticipates,” “believes,” “can,” “could,” “may,” “predicts,” “potential,” “should,” “will,” “estimate,” “plans,” “projects,” “continuing,” “ongoing,” “expects,” “intends,” and similar words or phrases. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, these statements are not guarantees of future performance and involve risks and uncertainties which are subject to change based on various important factors, some of which are beyond the Company’s control. Factors that could cause the Company’s actual results to differ materially from those described in the forward-looking statements can be found in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, which have been filed with the Securities and Exchange Commission and are available on the Company’s website (<http://investors.santanderconsumerusa.com/investor-home/default.aspx>) and on the Securities and Exchange Commission’s website (www.sec.gov). The Company does not undertake to update the forward-looking statements to reflect the impact of circumstances or events that may arise after the date of the forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 28, 2017

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SANTANDER CONSUMER USA HOLDINGS INC.

Dated: June 28, 2017

By: /s/ Christopher Pfirman

Name: Christopher Pfirman

Title: Chief Legal Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 28, 2017

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**Santander Consumer USA Holdings Inc. Provides Update on Capital Actions Following Parent Announcement
of its CCAR Results**

Dallas, TX (June 28, 2017) – Earlier today, Santander Holdings USA, Inc. (“SHUSA”), the parent company of Santander Consumer USA Holdings Inc. (NYSE: SC) (“SC” or “the Company”), announced that the Board of Governors of the Federal Reserve System (“Federal Reserve”) did not object to the planned capital actions described in SHUSA’s 2017 Capital Plan that was submitted as part of the annual Comprehensive Capital Analysis and Review (“CCAR”).

Included in SHUSA’s capital actions are proposed dividend payments for SC’s shareholders beginning in the fourth quarter of 2017 (“Q4 2017”). The SC portion of the SHUSA capital plan includes a \$0.03 per share distribution in Q4 2017 and a \$0.05 per share distribution in the first and second quarters of 2018. While the Federal Reserve did not object to SHUSA’s capital distribution plans, any SC capital distribution is subject to approval of the Company’s Board of Directors and SHUSA’s Board of Directors. The timing and amount of capital actions will depend on various factors, including the business plans and financial performance of both SC and SHUSA, as well as market conditions.

Jason Kulas, SC’s President and Chief Executive Officer, said, “We are very pleased with today’s CCAR results of our parent company, SHUSA. We see today’s events as continued positive progress for the Company.”

Kulas added, “Today is an important milestone for the Company, but our work to ensure that we maintain the highest standards of governance, compliance and risk management continues. SC has worked closely with SHUSA to ensure that we meet the expectations of U.S. regulators. Building on SC’s culture of compliance remains a top priority for our organization.”

SC’s Chairman of the Board William Rainer noted, “SC’s management team continues to work diligently to improve the Company’s governance, risk management and capital planning processes, and all members of the SC Board are pleased with the Company’s progress and today’s announcement from the Federal Reserve.”

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions, or future events or performance are not historical facts and may be forward-looking, and reflect the current beliefs and expectations of the Company’s management. These statements are often, but not always, made through the use of words or phrases such as “anticipates,” “believes,” “can,” “could,” “may,” “predicts,” “potential,” “should,” “will,” “estimates,” “plans,” “projects,” “continuing,” “ongoing,” “expects,” “intends,” and similar words or phrases. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, these statements are not guarantees of future performance and involve risks and uncertainties, which are subject to change based on various important factors, some of which are beyond the Company’s control. Factors that could cause the Company’s actual results to differ materially from those described in the forward-looking statements that can be found in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016, and Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, which have been filed with the Securities and Exchange Commission, and are available on the Company’s website (<http://investors.santanderconsumerusa.com/investor-home/default.aspx>) and on the Securities and Exchange Commission’s website (www.sec.gov). The Company does not undertake to update the forward-looking statements to reflect the impact of circumstances or events that may arise after the date of the forward-looking statements.

About Santander Consumer USA Holdings Inc.

Santander Consumer USA Holdings Inc. (NYSE: SC) (“SC”) is a full-service, technology-driven consumer finance company focused on vehicle finance, third-party servicing and delivering superior service to our more than 2.7 million customers across the full credit spectrum. The company, which began originating retail installment contracts in 1997, has a managed asset portfolio of approximately \$51 billion (as of March 31, 2017), and is headquartered in Dallas. (www.santanderconsumerusa.com).

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