

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): October 14, 2022

**Sun Country Airlines Holdings, Inc.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State of  
Incorporation)

001-40217  
(Commission  
File Number)

82-4092570  
(I.R.S. Employer  
Identification No.)

2005 Cargo Road  
Minneapolis, MN  
(Address of principal executive offices)

55450  
(Zip Code)

(651) 681-3900

(Registrant's telephone number, including area code)

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	SNCY	The Nasdaq Stock Market LLC

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 14, 2022, Patrick Kearney notified Sun Country Airlines Holdings, Inc. (the “Company”) of his resignation from the Board of Directors (the “Board”) of the Company, effective immediately. Mr. Kearney’s resignation was not the result of any disagreement with the Company.

Also on October 14, 2022, the Board appointed Jennifer Vogel as an independent director, effective immediately. Ms. Vogel will serve as a Class I director whose initial term will expire upon the Company’s 2025 annual meeting of stockholders. Ms. Vogel was also appointed as a member of the Audit Committee of the Board and the Compensation Committee of the Board, effective immediately.

Ms. Vogel will receive the annual cash and equity compensation received by each of the Company’s independent directors, which includes an annual cash payment of \$50,000 paid quarterly, in arrears, beginning from her date of appointment, and an annual equity grant following each annual meeting of the Company’s stockholders having a grant value of \$120,000. Ms. Vogel will also receive a grant of restricted stock units upon appointment having a grant value of \$120,000. All non-employee directors are also reimbursed for their reasonable out-of-pocket expenses incurred in attending Board and committee meetings.

The Company expects Ms. Vogel to enter into the standard director and executive officer indemnification agreement that it has with its directors and executive officers. A copy of the Company’s form of indemnification agreement was filed as [Exhibit 10.39](#) to the Company’s Registration Statement on Form S-1 (File No. 333-252858).

There are no arrangements or understandings between Ms. Vogel and any other persons pursuant to which Ms. Vogel was selected as a director. There are no transactions, arrangements or relationships between the Company, on the one hand, and Ms. Vogel, on the other hand, which would require disclosure pursuant to Item 404(a) of Regulation S-K.

A copy of the Company’s press release announcing the appointment of Ms. Vogel is filed as Exhibit 99.1 attached hereto and is incorporated by reference herein.

**Item 9.01      Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

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

Date: October 14, 2022

**Sun Country Airlines Holdings, Inc.**

By: /s/ Erin Rose Neale  
Erin Rose Neale  
Senior Vice President, General Counsel and Secretary

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**Media Relations**

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651-206-2569

[mediarelations@suncountry.com](mailto:mediarelations@suncountry.com)**SUN COUNTRY AIRLINES ANNOUNCES APPOINTMENT OF JENNIFER VOGEL TO BOARD OF DIRECTORS**

MINNEAPOLIS, October 14, 2022 (GLOBE NEWSWIRE) -- [Sun Country Airlines \(NASDAQ: SNCY\)](#) has appointed Jennifer L. Vogel, former senior vice president, general counsel, secretary and chief compliance officer of Continental Airlines, Inc., to its board of directors effective October 14, 2022.

"I am honored to introduce Jennifer as our newest board member," says board chair David Siegel. "Her decades of leadership in the aviation industry, along with her corporate board and governance experience, will provide valuable insights for our own organization."

Vogel brings over 30 years of leadership experience as both a corporate executive and serving on public boards. At Continental, she played key roles in rebuilding the airline's business, helping it to achieve substantial global expansion, and significantly restructure and rebuild after 9/11. She also played a critical role in the merger of Continental Airlines with United Airlines, creating the world's largest airline in less than five months.

Vogel has extensive board and committee experience. Her current roles include the Telluride Regional Airport Authority Board, the AAR Corp. board and the National Council of the World Wildlife Fund. Previously, she served on the boards of Virgin America, AS&E and Clearwire. Recognitions include "Most Influential Corporate Board Directors" by *Women's Inc.* and "Most Powerful and Influential Women in Texas" by the Texas Diversity Council and *Texas Diversity Magazine*.

"I'm so pleased that Jennifer will be joining our board and leadership team," says Sun Country Airlines CEO Jude Bricker. "She brings a great deal of practical real-world experience that will help us continue our growth and financial performance. She is a dynamic leader with a proven track record."

Vogel earned her BBA from the University of Iowa and her JD from the University of Texas.

Vogel replaces Patrick Kearney, who resigned from the Board of Directors effective October 14, 2022. Kearney's resignation was not the result of any disagreement with the company.

**About Sun Country**

Sun Country Airlines is a new breed of hybrid low-cost air carrier, whose mission is to connect guests to their favorite people and places, to create lifelong memories and transformative experiences. Sun Country dynamically deploys shared resources across our synergistic scheduled service, charter, and cargo businesses. Based in Minnesota, we focus on serving leisure and visiting friends and relatives ("VFR") passengers and charter customers and providing CMI service to Amazon, with flights throughout the United States and to destinations in Mexico, Central America, Canada, and the Caribbean.

For photos, b-roll and additional company information, visit [www.suncountryview.com/newsroom/multimedia/](http://www.suncountryview.com/newsroom/multimedia/).

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