

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): April 29, 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 April 29, 2022, the Board of Directors (the “Board”) of Sun Country Airlines Holdings, Inc. (the “Company”) appointed Patrick O’Keeffe as an independent director, effective as of April 29, 2022. Mr. O’Keeffe will serve as a Class II director whose initial term will expire upon the Company’s 2023 annual meeting of stockholders. Mr. O’Keeffe has not been appointed as a member of any committee of the Board at this time; however, the Company expects to appoint him to one or more committees of the Board in the future.

Mr. O’Keeffe 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 his date of appointment, and an annual equity grant following each annual meeting of the Company’s stockholders having a grant value of \$120,000. Mr. O’Keeffe 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 Mr. O’Keeffe 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 Mr. O’Keeffe and any other persons pursuant to which Mr. O’Keeffe was selected as a director. There are no transactions, arrangements or relationships between the Company, on the one hand, and Mr. O’Keeffe, 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 Mr. O’Keeffe is filed as Exhibit 99.1 attached hereto and is incorporated by reference herein.

Item 9.01 **Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: April 29, 2022

Sun Country Airlines Holdings, Inc.

By: /s/ Eric Levenhagen
Name: Eric Levenhagen
Title: Chief Administrative Officer, General
Counsel and Secretary

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**SUN COUNTRY AIRLINES ANNOUNCES APPOINTMENT OF
PATRICK O'KEEFFE TO BOARD OF DIRECTORS**

MINNEAPOLIS, April 29, 2022 – [Sun Country Airlines \(NASDAQ: SNCY\)](#) has appointed Patrick O’Keeffe, former senior human resources officer for American Airlines, to its board of directors effective April 29, 2022.

“I am pleased to welcome Patrick to our board of directors,” said board chair David Siegel. “Sun Country will benefit from Patrick’s long career at American Airlines and his knowledge of talent acquisition, workforce development and information technology.”

O’Keeffe brings more than 30 years of experience in the airline industry at American Airlines Group, Inc. From 2017 to 2020, he led American’s global People team, managing talent acquisition and development, compensation, health and wellness, pension and 401(k) management, team member engagement as well as diversity, equity and inclusion. Prior to that, he held multiple leadership positions in IT. He serves on the boards of Lambda Legal and the National Gay and Lesbian Chamber of Commerce. He earned an MBA from Rice University in Houston and a BBS in Accounting and Finance from the University of Limerick in Ireland.

“Patrick’s deep experience in airlines both from the technical side as well as the people side -- is valuable perspective as we grow Sun Country’s passenger, cargo and charter service and our people and infrastructure to support that growth,” said Sun Country Airlines CEO Jude Bricker.

About Sun Country

Sun Country Airlines is a new breed of hybrid low-cost air carrier that 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/.

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