

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>DAVIS DAVID M</b>  (Last) (First) (Middle) <b>C/O SUN COUNTRY AIRLINES HOLDINGS, INC.</b> <b>2005 CARGO ROAD</b>  (Street) <b>MINNEAPOLIS MN 55450</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Sun Country Airlines Holdings, Inc. [ SNCY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/13/2021</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <b>09/15/2021</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	09/13/2021		M		93,096	A	\$5.3	93,096	D	
Common Stock, par value \$0.01 per share	09/13/2021		M		6,464	A	\$15.17	99,560	D	
Common Stock, par value \$0.01 per share	09/13/2021		S <sup>(3)</sup>		71,198	D	\$30.86 <sup>(4)</sup>	28,362	D	
Common Stock, par value \$0.01 per share	09/13/2021		S <sup>(3)</sup>		28,362	D	\$31.36 <sup>(5)</sup>	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Employee Stock Option (right to buy)	\$5.3	09/13/2021		M		93,096	(1)	04/17/2028	Common Stock, par value \$0.01 per share	93,096	\$0	155,159	D	
Employee Stock Option (right to buy)	\$15.17	09/13/2021		M		6,464	(2)	11/19/2029	Common Stock, par value \$0.01 per share	6,464	\$0	45,255	D	

**Explanation of Responses:**

- Vest in four annual installments, subject to continued service, beginning April 11, 2019.
- Vest in four annual installments, subject to continued service, beginning November 5, 2020.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.10 to \$31.09, inclusive. The reporting person undertakes to provide to Sun Country Airlines Holdings, Inc. ("Sun Country"), any security holder of Sun Country, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.10 to \$31.70, inclusive. The reporting person undertakes to provide to Sun Country, any security holder of Sun Country, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

**Remarks:**

On September 15, 2021, the reporting person filed several Form 4s which incorrectly reported the transactions that occurred on September 13, 2021, and the number of securities beneficially owned following the transactions. This amendment corrects the original filings.

/s/ Eric Levenhagen, as attorney-in-fact for David M. Davis      09/21/2021

\*\* 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 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.

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