

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): March 7, 2023

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.**

As previously disclosed, on February 2, 2023, David Siegel notified Sun Country Airlines Holdings, Inc. (the “Company”) of his intention to resign from the Board of Directors (the “Board”) of the Company by March 31, 2023. On March 7, 2023, Mr. Siegel notified the Company of his resignation from the Board of the Company, effectively immediately. Mr. Siegel’s resignation from the Board was not the result of any disagreement with the Company and was related to a conflict with a pending transaction which is unrelated to the Company. Also on March 7, 2023, the Board appointed Jennifer Vogel to replace Mr. Siegel as chairperson of the Board, effective immediately.

A copy of the Company’s press release announcing the resignation of Mr. Siegel and 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.

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: March 7, 2023

Sun Country Airlines Holdings, Inc.

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

Media Relations

Amanda Theisen

651-206-2569

mediarelations@suncountry.com**SUN COUNTRY AIRLINES ANNOUNCES JENNIFER VOGEL AS NEW CHAIR OF BOARD OF DIRECTORS**

MINNEAPOLIS, March 7, 2023 -- [Sun Country Airlines \(NASDAQ: SNCY\)](#) has appointed Jennifer L. Vogel as chair of the board of directors, effective March 7, 2023. Vogel, former senior vice president, general counsel, secretary and chief compliance officer of Continental Airlines, Inc., joined the board in October 2022.

Vogel has extensive board governance and executive leadership experience. She has served on multiple public company boards, overseeing major transactions, and leading the development of best practices in corporate governance, crisis and enterprise risk management, executive compensation, and corporate compliance. At Continental, she played key roles in helping the airline achieve substantial global expansion, including the merger of Continental Airlines with United Airlines. She serves on the board of AAR Corp, and previously served on the boards of Virgin America Inc., American Science and Engineering, Inc., and Clearwire Corporation. She has been recognized as one of the "Most Influential Corporate Board Directors" by *Women's Inc.*, "Most Powerful and Influential Women in Texas" by the Texas Diversity Council and *Texas Diversity Magazine*.

"Sun Country has benefitted greatly from Jennifer's experience and business insights," said Jude Bricker, Sun Country CEO. "I'm thrilled that the board has selected her as our new board chair. I look forward to continuing to partner with her and the board to continue Sun Country's success and growth."

"I am honored to be selected by my colleagues as the next chair of the Sun Country board, particularly at this exciting time of growth and transformation as a new public company," Vogel said. "It will be a privilege to work more closely with the talented and committed members of the Sun Country team, led by Jude, and my dedicated fellow board members. Together, I look forward to helping drive value for all Sun Country stakeholders – customers, employees, shareholders, and the communities we serve."

Vogel currently serves on the National Council of the World Wildlife Fund and the Telluride Regional Airport Authority Board. She earned her BBA from the University of Iowa and her JD from the University of Texas.

Vogel replaces David Siegel, who is stepping down from the Sun Country board due to a business conflict unrelated to the airline. Siegel joined the board in April 2018 as Executive Chairman and transitioned to non-executive Chairman in March 2021 at the time of Sun Country's IPO.

"Dave has played a key role in restructuring Sun Country and guiding it to become the profitable, reliable airline it is today and setting us up for a future of sustained growth," Bricker added. "I am grateful to Dave for the leadership he has provided in developing a strong and diverse board of directors, and for the support and guidance he has given to me."

Media Relations

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mediarelations@suncountry.com**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/.

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