

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): May 19, 2021

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 8.01 Other Events.

On May 19, 2021, Sun Country Airlines Holdings, Inc. (the “Company”) announced the pricing of an offering of 7,250,000 shares of its common stock, par value \$0.01 per share, by SCA Horus Holdings, LLC, an affiliate of certain investment funds managed by affiliates of Apollo Global Management, Inc. (the “Selling Stockholder”), at a price to the public of \$34.50 per share. In addition, the Selling Stockholder granted the underwriters a 30-day option to purchase up to 1,087,500 additional shares of the Company’s common stock at the public offering price, less underwriting discounts and commissions. A copy of the Company’s press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein in its entirety. The Company did not sell any shares in the offering.

On May 24, 2021, the Selling Stockholder closed the offering of 7,250,000 shares of the Company’s common stock.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release of Sun Country Airlines Holdings, Inc. dated May 19, 2021</u>

SIGNATURES

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.

SUN COUNTRY AIRLINES HOLDINGS, INC.

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

Dated: May 24, 2021

Sun Country Airlines Holdings, Inc. Announces Pricing of Upsized Secondary Public Offering of Common Stock

MINNEAPOLIS, May 19, 2021 (GLOBE NEWSWIRE) -- Sun Country Airlines Holdings, Inc. (NASDAQ: SNCY) ("Sun Country Airlines") today announced the pricing of an upsized secondary public offering of 7,250,000 shares of its common stock by an affiliate of certain investment funds managed by affiliates of Apollo Global Management, Inc. (the "Selling Stockholder") at a price to the public of \$34.50 per share. The offering is expected to close on May 24, 2021, subject to satisfaction of customary conditions.

The underwriters will have a 30-day option to purchase up to an additional 1,087,500 shares of common stock from the Selling Stockholder. Sun Country Airlines is not selling any shares and will not receive any proceeds from the offering.

Barclays, Morgan Stanley and Deutsche Bank Securities are acting as joint lead bookrunners for the offering and Goldman Sachs & Co. LLC and Nomura are acting as joint bookrunners for the offering. Apollo Global Securities, AmeriVet Securities, Siebert Williams Shank and Tribal Markets, LLC are acting as co-managers for the offering.

The offering will be made only by means of a prospectus. A copy of the preliminary prospectus relating to this offering, when available, may be obtained from Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by telephone at 888-603-5847, or by email at Barclaysprospectus@broadridge.com or Morgan Stanley & Co. LLC, Attn: Prospectus Department, 180 Varick, 2nd Floor, New York, New York 10014.

A registration statement on Form S-1 relating to these securities has been filed with the Securities and Exchange Commission and has become effective. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Sun Country Airlines

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 passengers and charter customers and providing cargo CMI services, with flights throughout the United States and to destinations in Mexico, Central America and the Caribbean.

Forward-Looking Statements

Sun Country Airlines has made statements in this press release and other reports, filings, and other public written and verbal announcements that are forward-looking and therefore subject to risks and uncertainties. All statements, other than statements of historical fact, included in this document are, or could be, "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and are made in reliance on the safe harbor protections provided thereunder. These forward-looking statements relate to, among other things, our strategy, outlook and growth prospects, our operational and financial targets and dividend policy, general economic trends and trends in the industry and markets, the competitive environment in which we operate and other matters.

Any forward-looking statement made in this press release speaks only as of the date on which it is made. Sun Country Airlines undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise. Forward-looking statements can be identified by various words such as “expects,” “intends,” “will,” “anticipates,” “believes,” “confident,” “continue,” “propose,” “seeks,” “could,” “may,” “should,” “estimates,” “forecasts,” “might,” “goals,” “objectives,” “targets,” “planned,” “projects,” and similar expressions. These forward-looking statements are based on management’s current beliefs and assumptions and on information currently available to management. Sun Country Airlines cautions that these statements are subject to risks and uncertainties, many of which are outside of Sun Country Airlines’ control, and could cause future events or results to be materially different from those stated or implied in this press release, including among others, risk factors that are described in Sun Country Airlines’ Registration Statement on Form S-1 filed in connection with the proposed offering, including the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained therein and other filings with the Securities and Exchange Commission.

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