

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 27, 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**

As previously disclosed, in connection with the offering by SCA Horus Holdings, LLC, an affiliate of certain investment funds managed by affiliates of Apollo Global Management, Inc. (the "Selling Stockholder"), of shares of common stock, par value \$0.01 per share, of Sun Country Airlines Holdings, Inc. (the "Company") that closed on May 24, 2021, 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. On May 27, 2021, the underwriters exercised in full the option to purchase the additional 1,087,500 shares of the Company's common stock from the Selling Stockholder, which purchase closed on June 1, 2021. The Company did not sell any shares in the offering.

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**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: June 1, 2021

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