
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)*

Sun Country Airlines Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

866683105

(CUSIP Number)

12/31/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 866683105

Names of Reporting Persons

1

SCA Horus Holdings, LLC

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	6,346,105.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	6,346,105.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	6,346,105.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	12.0 %
12	Type of Reporting Person (See Instructions)
	OO

SCHEDULE 13G

CUSIP No. 866683105

1	Names of Reporting Persons
	AP VIII (SCA Stock AIV), LLC
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	DELAWARE
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	6,346,105.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	6,346,105.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	6,346,105.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>

11 Percent of class represented by amount in row (9)
12.0 %
Type of Reporting Person (See Instructions)
12 OO

SCHEDULE 13G

CUSIP No. 866683105

Names of Reporting Persons

1 Antoine Munfakh
Check the appropriate box if a member of a Group (see instructions)

2 (a)
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 UNITED STATES

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power
6,346,105.00

Sole Dispositive Power

7 0.00

8 Shared Dispositive Power

6,346,105.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 6,346,105.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11 12.0 %

Type of Reporting Person (See Instructions)

12 IN

SCHEDULE 13G

CUSIP No. 866683105

Names of Reporting Persons

1 Noah Falk

2 Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only
Citizenship or Place of Organization

4 UNITED STATES

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

6

6,346,105.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

6,346,105.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

6,346,105.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

12.0 %

Type of Reporting Person (See Instructions)

12

IN

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Sun Country Airlines Holdings, Inc.

Address of issuer's principal executive offices:

(b)

2005 Cargo Road, Minneapolis, MN, 55450

Item 2.

Name of person filing:

(a)

This statement is filed by (i) SCA Horus Holdings, LLC ("Apollo Stockholder"); (ii) AP VIII (SCA Stock AIV), LLC; (iii) Antoine Munfakh; and (iv) Noah Falk. The foregoing are collectively referred to herein as the "Reporting Persons." The Apollo Stockholder holds securities of the Issuer. AP VIII (SCA Stock AIV), LLC is the sole member of the Apollo Stockholder. Antoine Munfakh and Noah Falk are the directors of AP VIII (SCA Stock AIV), LLC.

Address or principal business office or, if none, residence:

(b)

The address of the principal office of each Reporting Person is 9 West 57th Street, 41st Floor, New York, New York, 10019.

Citizenship:

(c)

The Apollo Stockholder and AP VIII (SCA Stock AIV), LLC are each a Delaware limited liability company. Messrs. Munfakh and Falk are each United States citizens.

Title of class of securities:

(d)

Common Stock, par value \$0.01 per share

(e)

CUSIP No.:

- Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
 - (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) Apollo Stockholder 6,346,105 AP VIII (SCA Stock AIV), LLC 6,346,105 Antoine Munfakh 6,346,105 Noah Falk 6,346,105 Each of the reporting persons disclaims beneficial ownership of all shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Percent of class:

- (b) Apollo Stockholder 12.0% AP VIII (SCA Stock AIV), LLC 12.0% Antoine Munfakh 12.0% Noah Falk 12.0% The percentages are based on 52,939,832 shares of Common Stock outstanding as of September 30, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed on October 30, 2024. %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0 for all Reporting Persons

(ii) Shared power to vote or to direct the vote:

Apollo Stockholder 6,346,105 AP VIII (SCA Stock AIV), LLC 6,346,105 Antoine Munfakh 6,346,105 Noah Falk 6,346,105

(iii) Sole power to dispose or to direct the disposition of:

0 for all Reporting Persons

(iv) Shared power to dispose or to direct the disposition of:

Apollo Stockholder 6,346,105 AP VIII (SCA Stock AIV), LLC 6,346,105 Antoine Munfakh 6,346,105 Noah Falk 6,346,105

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:
Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SCA Horus Holdings, LLC

Signature: AP VIII (SCA Stock AIV), LLC

Name/Title: Sole Shareholder

Date: 02/14/2025

Signature: /s/ James Elworth

Name/Title: James Elworth/Vice President

Date: 02/14/2025

AP VIII (SCA Stock AIV), LLC

Signature: /s/ James Elworth

Name/Title: James Elworth/Vice President

Date: 02/14/2025

Antoine Munfakh

Signature: /s/ Antoine Munfakh

Name/Title: Antoine Munfakh

Date: 02/14/2025

Noah Falk

Signature: /s/ Noah Falk

Name/Title: Noah Falk

Date: 02/14/2025