FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Common Stock, par value \$0.01 Common Stock, par value \$0.01

## Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) Sun Country Airlines Holdings, Inc. SNCY Levenhagen Eric Director 10% Owner Officer (give title Other (specify below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Chief Human Resources Office C/O SUN COUNTRY AIRLINES HOLDINGS, 11/03/2022 INC. 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person MINNEAPOLIS MN 55450 Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 7. Nature 1. Title of Security (Instr. 3) 6. Ownership Date (Month/Day/Year) Execution Date if any Transaction Code (Instr. Securities Beneficially Form: Direct (D) or Indirect of Indirect Beneficial Disposed Of (D) (Instr. 3, 4 and 5) (Month/Day/Year) **Owned Following** 8) (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 4) (A) or Price Code Amount

			Code	v	Amount	(D)	Price	(Instr. 3 and 4)			
1 per share	11/03/2022		M		475	A	\$5.3	4,561	D		
1 per share	11/03/2022		S <sup>(1)</sup>		475	D	\$18.6123(2)	4,086	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. Transa Code ( 8)		5. Nu of Deriv Secu Acqu (A) o Dispo of (D (Instr and 5	rities ired r osed ) : 3, 4	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	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$5.3	11/03/2022		М			475	(3)	11/21/2028	Common Stock	475	\$0	0	D	

## **Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.72 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 (2) to this Form 4.
- 3. On November 7, 2018, the reporting person was granted an option to purchase shares of common stock. The option vests in six installments based on Sun Country's satisfaction of certain performance criteria. The performance criteria for the second installment were met resulting in partial vesting of the option on September 19, 2022.

/s/ Rose Neale, as attorney-infact for Eric M. Levenhagen

11/04/2022

\*\* 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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.