

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

☒ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>DAVIS DAVID M</u> (Last) (First) (Middle) <u>C/O SUN COUNTRY AIRLINES HOLDINGS, INC.</u> <u>2005 CARGO ROAD</u> (Street) <u>MINNEAPOLIS MN</u> <u>55450</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sun Country Airlines Holdings, Inc. [SNCY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>President & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/27/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	01/27/2025		M		54,198	A	\$5.3	86,458	D	
Common Stock, par value \$0.01 per share	01/27/2025		M		5,191	A	\$5.3	91,649	D	
Common Stock, par value \$0.01 per share	01/27/2025		s ⁽¹⁾		59,389	D	\$17.0465 ⁽²⁾	32,260	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$5.3	01/27/2025		M		54,198	(3)	04/17/2029	Common Stock	54,198	\$0	355,910	D	
Employee Stock Option (Right to Buy)	\$5.3	01/27/2025		M		5,191	(3)	04/17/2029	Common Stock	5,191	\$0	350,719	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan. The 10b5-1 trading plan was adopted on September 4, 2024.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.90 to \$17.37, 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. Grants may have a graded vesting schedule. Date Exercisable will vary for each vesting tranche.

/s/ Rose Neale, attorney-in-fact 01/29/2025
for David M. Davis

** 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.