SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

r									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
an Costian 20(h) of the Investment Company, Act of 1040

			or Section 30(n) of the investment Company Act of 1940						
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Sun Country Airlines Holdings, Inc. [SNCY	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Gyurci John</u>			<u>Sur Country Annues Hordings, Inc.</u> [Sile i	[`	Director	10% Owner			
(Lact)	(Firct)	(Middlo)		x	Officer (give title below)	Other (specify below)			
I U/U SUIN UUUN I KY AIRLINES HULDINGS. III		· · · ·	3. Date of Earliest Transaction (Month/Day/Year) 09/27/2021		Chief Acct. Off. & V	P, Finance			
2005 CARGO RO	DAD		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (Check Applicable			
(Street)				X	Form filed by One Report	ting Person			
MINNEAPOLIS	MN	55450			Form filed by More than (Person	One Reporting			
(City)	(State)	(Zip)							

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock, par value \$0.01 per share	09/27/2021		М		3,445	A	\$ <mark>5.3</mark>	4,480	D	
Common Stock, par value \$0.01 per share	09/27/2021		S ⁽¹⁾		3,445	D	\$36.5 ⁽²⁾	1,035	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)				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	09/27/2021		М			3,445	(3)	11/21/2028	Common Stock, par value \$0.01 per share	3,445	\$0	58,376	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 \$36.13 to \$36.74, 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. Vest in four annual installments, subject to continued service, beginning April 11, 2019.

<u>/s/ Eric Levenhagen, as</u> <u>attorney-in-fact for John</u> <u>Gyurci</u>

09/29/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.