UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Sun Country Airlines Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 (Title of Class of Securities)

> 866683105 (CUSIP Number)

September 30, 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:

 \Box Rule 13d-1(b)

 \boxtimes Rule 13d-1(c)

 \Box Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 399473107

1 NAMES OF REPORTING PERSONS PAR Investment Partners, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ∅ 3 SEC USE ONLY • 4 CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware • 5 SOLE VOTING POWER • • • SUL VOTING POWER • • • SOLE VOTING POWER • • • SOLE UNTING POWER • • • SOLE DISPOSITIVE POWER • SOLE DISPOSITIVE POWER • SOLE DISPOSITIVE POWER • SOLE DISPOSITIVE POWER • None • SAGAREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON • 2,505,506 • None • • • AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES • (SEE INSTRUCTIONS) □ • • • • • • <th></th> <th>10. 5774751</th> <th></th>		10. 5774751						
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ⊠ 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware 2,505,506 6 SHARES BENEFICIALLY None CACH REPORTING PERSON WITH: 7 SOLE DISPOSITIVE POWER 2,505,506 8 SHARED DISPOSITIVE POWER 2,505,506 8 SHARED DISPOSITIVE POWER 2,505,506 8 SHARED DISPOSITIVE POWER 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 	1	NAMES OF REPORTING PERSONS						
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □ (b) ⊠ 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware 2,505,506 6 SHARES BENEFICIALLY None CACH REPORTING PERSON WITH: 7 SOLE DISPOSITIVE POWER 2,505,506 8 SHARED DISPOSITIVE POWER 2,505,506 8 SHARED DISPOSITIVE POWER 2,505,506 8 SHARED DISPOSITIVE POWER 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) 		PAR Investment Partners L P						
3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware 5 5 SOLE VOTING POWER 2,505,506 2,505,506 BENEFICIALLY None 2,505,506 2,505,506 WITH: 8 8 SHARED DISPOSITIVE POWER 0 2,505,506 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 10 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	2							
4 CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware NUMBER OF 5 SOLE VOTING POWER 2,505,506 BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 WITH: 7 SOLE DISPOSITIVE POWER PERSON 2,505,506 8 SHARED DISPOSITIVE POWER None 2,505,506 8 SHARED DISPOSITIVE POWER None 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
4 CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware NUMBER OF 5 SOLE VOTING POWER 2,505,506 BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 WITH: 7 SOLE DISPOSITIVE POWER PERSON VITH: 8 SHARED DISPOSITIVE POWER None 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12								
State of Delaware NUMBER OF SILE SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 8 SHARED DISPOSITIVE POWER None 2,505,506 None 2,505,506 QUE DISPOSITIVE POWER None 2,505,506 None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	3	SEC USE	ONLY					
NUMBER OF SHARES 5 SOLE VOTING POWER 2,505,506 6 SHARED VOTING POWER BENEFICIALLY OWNED BY EACH 	4	CITIZENSHIP OR PLACE OF ORGANIZATION						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 2,505,506 7 SOLE DISPOSITIVE POWER SOLE DISPOSITIVE POWER 2,505,506 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		State of Delaware						
NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH: 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	-		5 SOLE VOTING POWER					
NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING 7 SOLE DISPOSITIVE POWER REPORTING PERSON WITH: 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
BENEFICIALLY None BENEFICIALLY None CACH 7 SOLE DISPOSITIVE POWER REPORTING 2,505,506 WITH: 8 SHARED DISPOSITIVE POWER None None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
OWNED BY EACH REPORTING PERSON WITH: None 2,505,506 8 SHARED DISPOSITIVE POWER None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			6 SHARED VOTING POWER					
EACH REPORTING PERSON WITH: 7 SOLE DISPOSITIVE POWER 2,505,506 2,505,506 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			None					
PERSON WITH: 2,505,506 8 SHARED DISPOSITIVE POWER None None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
WITH: 2,505,506 8 SHARED DISPOSITIVE POWER None None 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
8 SHARED DISPOSITIVE POWER None 9 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) - 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% - 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	•	v I I I I.	8 SHARED DISPOSITIVE POWER					
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			None					
2,505,506 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	9	AGGREG						
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
(SEE INSTRUCTIONS) □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)								
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	10							
4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		(SEE INS	IKUCTIONS)					
4.7% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		1 LICELIU						
		4.7%						
DN	12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
		DNI						
PN PN		PN						

CUSIP No. 399473107

	NO. 5994/51	0,					
1	NAMES OF REPORTING PERSONS						
	PAR Group II, L.P.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION						
	State of Delaware						
-		5	SOLE VOTING POWER				
NUMBER OF			2,505,506				
	IARES	6	SHARED VOTING POWER				
	FICIALLY		None				
	NED BY EACH	7					
REP	ORTING	,					
	ERSON		2,505,506				
WITH:		8	SHARED DISPOSITIVE POWER				
			None				
9	AGGREG	AT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2 505 50	6					
10	2,505,506 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
			JCTIONS) \square				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	4.7%						
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
	PN						
	FIN						

CUSIP No. 399473107

	NO. 5994/51						
1	NAMES OF REPORTING PERSONS						
	PAR Capital Management, Inc.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)						
	(a) 🗆	(b)					
3	SEC USE	ON	IV				
5	SEC USE ONLI						
4	CITIZENSHIP OR PLACE OF ORGANIZATION						
	State of I	Del	aware				
			SOLE VOTING POWER				
NUMBER OF		(2,505,506 SHARED VOTING POWER				
	HARES	6	SHARED VOTING POWER				
BENEFICIALLY OWNED BY			None				
EACH		7	SOLE DISPOSITIVE POWER				
REPORTING PERSON			2,505,506				
	VITH:	8	SHARED DISPOSITIVE POWER				
		Ŭ					
			None				
9	AGGREG	AT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,505,50	6					
10	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
			JCTIONS)				
11	DEDCENT		F CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	FERCENT		CLASS KEI KESEINTED DT AIVIOUINT IIN KOW (7)				
	4.7%						
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
	СО						
	0						

Item 1(a) Name of issuer.

Sun Country Airlines Holdings, Inc.

Item 1(b) Address of issuer's principal executive offices.

2005 Cargo Road Minneapolis, MN 55450

Item 2(a) Name of person filing.

PAR Investment Partners, L.P. PAR Group II, L.P. PAR Capital Management, Inc.

Item 2(b) Address or principal business office or, if none, residence.

PAR Capital Management, Inc. 200 Clarendon Street, FL 48 Boston, MA 02116

Item 2(c) Citizenship.

State of Delaware

Item 2(d) Title of class of securities.

Common Stock, par value \$0.01

Item 2(e) CUSIP No.

866683105

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:

Not applicable

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

Each reporting person: 2,505,506

(b) Percent of Class:

Each reporting person: 4.7%

(c) (1) Number of shares as to which each reporting person has:

(i) sole power to vote or to direct the vote 2,505,506

(ii) shared power to vote or to direct the vote 0

(iii) sole power to dispose or to direct the disposition of 2,505,506

(iv) shared power to dispose or to direct the disposition of 0

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

If this Statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: \boxtimes

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.

The sole general partner of PAR Investment Partners, L.P. is PAR Group II, L.P. The sole general partner of PAR Group II, L.P., is PAR Capital Management, Inc. Each of PAR Group II, L.P. and PAR Capital Management, Inc. may be deemed to be the beneficial owner of all shares held directly by PAR Investment Partners, L.P.

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

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Exhibits.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

November 14, 2024

PAR INVESTMENT PARTNERS, L.P.

- By: PAR Group II, L.P. its general partner
- By: PAR Capital Management, Inc. its general partner
- By: /s/ Steven M. Smith Steven M. Smith, Chief Operating Officer

PAR GROUP II, L.P.

- By: PAR Capital Management, Inc. its general partner
- By: /s/ Steven M. Smith Steven M. Smith, Chief Operating Officer

PAR CAPITAL MANAGEMENT, INC.

By: /s/ Steven M. Smith Steven M. Smith, Chief Operating Officer