

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

**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).

1. Name and Address of Reporting Person* <b>DAVIS DAVID M</b>  (Last) (First) (Middle)  <b>C/O SUN COUNTRY AIRLINES HOLDINGS, INC.</b>  (Street) <b>MINNEAPOLIS MN 55450</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Sun Country Airlines Holdings, Inc. [ SNCY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>President &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>09/13/2021</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		94		(I)	04/17/2029	Common Stock	94	\$31.165	269,180	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		100		(I)	04/17/2029	Common Stock	100	\$31.17	269,080	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		600		(I)	04/17/2029	Common Stock	600	\$31.18	268,480	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		367		(I)	04/17/2029	Common Stock	367	\$31.185	268,113	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		100		(I)	04/17/2029	Common Stock	100	\$31.2	267,908	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		105		(I)	04/17/2029	Common Stock	105	\$31.19	268,008	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		101		(I)	04/17/2029	Common Stock	101	\$31.21	267,807	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		300		(I)	04/17/2029	Common Stock	300	\$31.22	267,507	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S		300		(I)	04/17/2029	Common Stock	300	\$31.23	267,207	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			100	(1)	04/17/2029	Common Stock	100	\$31.235	267,107	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			600	(1)	04/17/2029	Common Stock	600	\$31.24	266,507	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			201	(1)	04/17/2029	Common Stock	201	\$31.245	266,306	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			399	(1)	04/17/2029	Common Stock	399	\$31.25	265,907	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			400	(1)	04/17/2029	Common Stock	400	\$31.265	265,207	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			300	(1)	04/17/2029	Common Stock	300	\$31.26	265,607	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			300	(1)	04/17/2029	Common Stock	300	\$31.27	264,907	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			700	(1)	04/17/2029	Common Stock	700	\$31.28	264,207	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			400	(1)	04/17/2029	Common Stock	400	\$31.29	263,807	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			100	(1)	04/17/2029	Common Stock	100	\$31.295	263,707	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			200	(1)	04/17/2029	Common Stock	200	\$31.3	263,507	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			200	(1)	04/17/2029	Common Stock	200	\$31.305	263,307	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			498	(1)	04/17/2029	Common Stock	498	\$31.31	262,809	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			100	(1)	04/17/2029	Common Stock	100	\$31.3175	262,709	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			902	(1)	04/17/2029	Common Stock	902	\$31.32	261,807	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			500	(1)	04/17/2029	Common Stock	500	\$31.325	261,307	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			400	(1)	04/17/2029	Common Stock	400	\$31.33	260,907	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			400	(1)	04/17/2029	Common Stock	400	\$31.34	260,507	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			500	(1)	04/17/2029	Common Stock	500	\$31.35	260,007	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			100	(1)	04/17/2029	Common Stock	100	\$31.355	259,907	D	
Employee Stock Option (Right to Buy)	\$5.3	09/13/2021		S			100	(1)	04/17/2029	Common Stock	100	\$31.36	259,807	D	

**Explanation of Responses:**

1. Vest in four annual installments, subject to continued service, beginning April 11, 2019.

**Remarks:**

Trades made subject to a 10b5-1 plan.

/s/ Eric M. Levenhagen

09/15/2021

\*\* 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.**