

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>SCA Horus Holdings, LLC</u>  (Last) (First) (Middle) <u>C/O SCA HORUS HOLDINGS, LLC</u> <u>9 WEST 57TH STREET, 43RD FLOOR</u>  (Street) <u>NEW YORK NY 10019</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2023</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	12/14/2023		S		4,000,000	D	\$16	11,392,497	I	See footnote <sup>(1)</sup>

**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					

**Explanation of Responses:**

1. See Exhibit 99.1

see signatures attached as Exhibit 99.2 12/18/2023

\*\* 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.

- (1) The shares of common stock of Sun Country Airlines Holdings, Inc. (the “Issuer”) reported as beneficially owned are held of record by SCA Horus Holdings, LLC (the “Apollo Stockholder”).

AP VIII (SCA Stock AIV), LLC is the sole member of the Apollo Stockholder. Antoine Munfakh and Richard Offutt are the directors of AP VIII (SCA Stock AIV), LLC.

Each of the reporting persons disclaims beneficial ownership of any securities reported herein as held by the Apollo Stockholder, or that may be beneficially owned by any of the other reporting persons, in each case except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity or person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The address of each of the Apollo Stockholder and Messrs. Munfakh and Offutt is 9 West 57th Street, 43rd Floor, New York, New York 10019. The address of AP VIII (SCA Stock AIV), LLC is One Manhattanville Road, Suite 201, Purchase, New York 10577.

**This Statement on Form 4 is filed by:** (i) SCA Horus Holdings, LLC, (ii) AP VIII (SCA Stock AIV), LLC, (iii) Antoine Munfakh, and (iv) Richard Offutt.

**Name of Designated Filer:** SCA Horus Holdings, LLC

**Date of Event Requiring Statement:** December 14, 2023

**Issuer Name and Ticker or Trading Symbol:** Sun Country Airlines Holdings, Inc. [SNCY]

SCA HORUS HOLDINGS, LLC

By: /s/ James Elworth

Name: James Elworth

Title: Vice President

AP VIII (SCA Stock AIV), LLC

By: /s/ James Elworth

Name: James Elworth

Title: Vice President

ANTOINE MUNFAKH

/s/ Antoine Munfakh

RICHARD OFFUTT

/s/ Richard Offutt