SEC Form 4	
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Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES	SECURITI	ES AND	EXCHANGE	COMMISSION

Washington, D.C. 20549

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0287
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	hours per response:	0.5

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>BLAKEY MARION C</u>		,	2. Issuer Name and Ticker or Trading Symbol <u>Sun Country Airlines Holdings, Inc.</u> [<u>SNCY</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					
(Last) C/O SUN CO	(First) UNTRY AIRI	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/12/2024	below) below)					
INC.	2005 CARGO ROAD		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ▼ Form filed by One Reporting Person Form filed by More than One Reporting Person					
MINNEAPO	LIS MN	55450	Rule 10b5-1(c) Transaction Indication	1					
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						
		Table I - Non-Deriv	ative Securities Acquired, Disposed of, or Bene	ficially Owned					

1. Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2. Transaction Date (Month/Day/Year)3. Transaction Solution4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Solution5. Amount of Securities Beneficially Owned Following (Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (D) or Indirect Owner of Indirect (Instr. 4)7. Nature of Indirect Beneficial Owner of Indirect Downed Following (Instr. 3 and 4)6. Ownership Form: Direct (D) or Indirect (Instr. 4)7. Nature of Indirect Beneficial Owner of Indirect (Instr. 3 and 4)Common Stock, par value \$0.01 per share06/12/2024AA11,386(1)A\$028,767D									••							
Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4)	1. Title of Security (Instr. 3)	Date	Execution Date, if any	Transaction I Code (Instr.		Code (Instr.		Code (Instr.		Disposed Of (D) (Instr. 3, 4 and		Disposed Of (D) (Instr. 3, 4 and		Securities Beneficially Owned Following	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership
Common Stock, par value \$0.01 per share 06/12/2024 A 11,386 ⁽¹⁾ A \$0 28,767 D				Code	v	Amount	(A) or (D)	Price	Transaction(s)		(11150. 4)					
	Common Stock, par value \$0.01 per share	06/12/2024		Α		11,386 ⁽¹⁾	A	\$ <mark>0</mark>	28,767	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)		of	vative rities lired r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ite	Deriv	int of rities rlying ative rity (Instr.	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				

Explanation of Responses:

1. Represents grant of restricted stock units granted under the 2021 Omnibus Incentive Plan, which restricted stock units will vest on June 12, 2025.

/s/ Rose Neale, as attorney-in	
fact for Marion Blakey	06/14/2024

** 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.