

OMB APPROVAL	
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**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* <u>FRANKE WILLIAM A</u>  (Last) (First) (Middle) C/O FRONTIER GROUP HOLDINGS, INC. 4545 AIRPORT WAY  (Street) DENVER CO 80239  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Frontier Group Holdings, Inc. [ ULCC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;">Chair of the Board</p>
	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2024	
	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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	05/23/2024		M		17,722	A	(1)	67,303,343	D	
Common Stock								31,975,180	I	By Indigo Denver Management Company, LLC <sup>(2)</sup>
Common Stock								116,827	I	By Indigo Partners LLC
Common Stock								82,449	I	By Spouse

**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
Restricted Stock Units	(1)	05/23/2024		M			17,722	(3)	(1)	Common Stock	17,722	\$0.00	0	D	
Restricted Stock Units	(1)	05/23/2024		A		24,955		(4)	(1)	Common Stock	24,955	\$0.00	24,955	D	

1. Name and Address of Reporting Person* <u>FRANKE WILLIAM A</u>  (Last) (First) (Middle) C/O FRONTIER GROUP HOLDINGS, INC. 4545 AIRPORT WAY  (Street) DENVER CO 80239  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Indigo Denver Management Company, LLC</u>  (Last) (First) (Middle) C/O INDIGO PARTNERS 2525 EAST CAMELBACK ROAD, SUITE 900

(Street)		
PHOENIX	AZ	85016
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Issuer Common Stock. The RSUs have no expiration date.
2. These shares are held directly by Indigo Denver Management Company, LLC. William A. Franke is the sole member of Indigo Denver Management Company, LLC, and as such, may be deemed to have voting and dispositive power over these shares. Mr. Franke disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
3. The RSUs have fully vested as of May 23, 2024.
4. The RSUs will vest in full on the earlier of May 23, 2025 or immediately prior to the next annual meeting of stockholders after the grant date, subject to continued service of the Reporting Person through the vesting date.

/s/ William A. Franke                      05/28/2024

/s/ Indigo Denver Management Company, LLC, by: /s/ William A. Franke, managing member      05/28/2024

\*\* 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.**