SEC Form 4

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 SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

1		
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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

			01 300001 30(1) 01 11	c mvcsunent c	Sompany Act of 1040							
1	1 0	Person*	2. Issuer Name and T Frontier Group			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Bime Bari	<u>IY</u>				<u>, mer</u> [0200]	X	Director	10% 0	Owner			
(Last)	(First)	(Middle)		ansaction (Mor	th/Day/Year)	X	Officer (give title below)	Other below	(specify /)			
C/O FRONT	C/O FRONTIER GROUP HOLDINGS INC. 4545 AIRPORT WAY Street) DENVER CO 80239 (City) (State) (Zip) Table I - Non-Deri	00/11/2023				President & CEO						
4545 AIRPO	ORT WAY		4. If Amendment, Dat	e of Original F	led (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Grou	p Filing (Check	Applicable			
(Street)		(First) (Middle) Q GROUP HOLDINGS INC. 3. Date of Earliest Transaction (Month/Day/Year) WAY 4. If Amendment, Date of Original Filed (Month/Day/Year) CO 80239 (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a				X Form filed by One Reporting Person						
DENVER	le Barry (First) (Middle) FRONTIER GROUP HOLDINGS INC. AIRPORT WAY) VER CO 80239 (State) (Zip) Table I - Non-Deri					Form filed by Mo Person	re than One Re	porting				
(City)	(State)	(Zip)	Rule 10b5-1(c) Transa	ction Indication	*						
				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-Deriv	ative Securities A	cquired, D	isposed of, or Bene	ficially	v Owned					
1 Title of Secu	rity (Instr 2)	2 Transact	on 24 Deemed	3	4 Securities Acquired (A)	nr.	5 Amount of	6 Ownershin	7 Nature			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)					5. Amount of Securities Beneficially Owned Following Reported	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		Price	Transaction(s) (Instr. 3 and 4)	on(s)							
Common Stock	08/11/2023		S		44,418	D	\$7.431 2 ⁽¹⁾	756,119	D			
Common Stock								78,949	Ι	By Family Trust ⁽²⁾		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

			(e.g., pt	its, ca	ans, v	varra	ants,	options, d	convertio	ie se	curities)			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)		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) Securities (Instr. 3, 4 and 5)			Amou Secu Unde Deriv	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)	Ownership Form: Direct (D)	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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.42 to \$7.50, inclusive. The Reporting Person undertakes to provide to Frontier Group Holdings, Inc., any security holder of Frontier Group Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.

2. These shares of Issuer Common Stock are held in a trust for the benefit of the Reporting Person's child. The Reporting Person's spouse is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares of Issuer Common Stock, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these shares of Issuer Common Stock for purposes of Section 16 or for any other purpose.

Remarks:

/s/ Howard Diamond, as

Attorney-in-fact for Barry L.

Biffle

** Signature of Reporting Person Date

08/14/2023

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.