

OMB APPROVAL	
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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>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) <u>Chair of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Rule 10b5-1(c) Transaction 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-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	04/05/2024		J ⁽¹⁾		178,834,034	D	\$0.00	0	I	By Indigo Frontier Holdings Company, LLC ⁽²⁾
Common Stock								67,285,621 ⁽³⁾	D	
Common Stock								31,975,180 ⁽³⁾	I	By Indigo Denver Management Company, LLC ⁽⁴⁾
Common Stock								82,449 ⁽³⁾	I	By Spouse
Common Stock								116,827 ⁽³⁾	I	By Indigo Partners LLC

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					

1. Name and Address of Reporting Person*
FRANKE WILLIAM A

 (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*

Indigo Denver Management Company, LLC

(Last) (First) (Middle)

C/O INDIGO PARTNERS
2525 EAST CAMELBACK ROAD, SUITE 900

(Street)
PHOENIX AZ 85016

(City) (State) (Zip)

Explanation of Responses:

1. Represents a pro-rata distribution in-kind by Indigo Frontier Holdings Company, LLC to its members for no consideration (the "Distribution").
2. These shares are held directly by Indigo Frontier Holdings Company, LLC. William A. Franke is the sole member of Indigo Denver Management Company, LLC, which is the managing member of Indigo Frontier Holdings Company, LLC, and as such, Mr. Franke 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. Includes shares received in the Distribution.
4. 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.

/s/ William A. Franke 04/09/2024

INDIGO DENVER

MANAGEMENT

COMPANY, LLC, by: /s/ 04/09/2024

William A. Franke, managing

member

** 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.