
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Frontier Group Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-3681866
(I.R.S. Employer
Identification Number)

**4545 Airport Way
Denver, CO**
(Address of Principal Executive Offices)

80239
(Zip Code)

2021 Incentive Award Plan
(Full title of the plan)

Barry L. Biffle
President and Chief Executive Officer
Frontier Group Holdings, Inc.
4545 Airport Way
Denver, CO 80239
(720) 374-4490

(Name and address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Anthony J. Richmond
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Frontier Group Holdings, Inc. (the “Registrant”) for the purpose of registering additional shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”), that have become reserved for issuance as a result of the operation of the “evergreen” provision in the Registrant’s 2021 Incentive Award Plan (the “2021 Plan”), which provides that the total number of shares subject to the 2021 Plan will be increased on the first day of each calendar year pursuant to a specified formula. The Registrant is hereby registering an additional 4,349,408 shares of its Common Stock issuable under the 2021 Plan. These additional shares of Common Stock are securities of the same class as other securities for which an original Registration Statement on Form S-8 relating to the same benefit plan was filed with the Securities and Exchange Commission (the “SEC”) on April 6, 2021 (File No. 333-255060).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the SEC. The documents containing the information specified in Part I of Form S-8 will be delivered to participants in the equity benefit plan covered by this Registration Statement as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement to the extent not replaced hereby:

- (a) The contents of the Registrant’s earlier Registration Statement on [Form S-8](#) relating to the 2021 Plan, previously filed with the SEC on April 6, 2021 (File No. 333-255060);
- (b) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the SEC on February 22, 2023, which contains audited financial statements for the Registrant’s latest fiscal year; and
- (c) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-40304), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on March 31, 2021, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to the Registration Statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, that is not deemed filed under such provisions. For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under current Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>Date</u>	<u>Number</u>	
4.1	Amended and Restated Certificate of Incorporation of Frontier Group Holdings, Inc.	8-K	4/6/2021	3.1	
4.2	Amended and Restated Bylaws of Frontier Group Holdings, Inc.	10-K	2/22/2023	3.2	
4.3	Form of Common Stock Certificate.	S-1	3/8/2021	4.2	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.				X
24.1	Power of Attorney (included in the signature pages to the Registration Statement).				X
99.1#	2021 Incentive Award Plan.	S-1/A	3/23/21	10.3(a)	
107.1	Filing Fee Table.				X

Indicates management contract or compensatory plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on this 22nd day of February, 2023.

Frontier Group Holdings, Inc.

By: /s/ Barry L. Biffle

Barry L. Biffle

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Barry L. Biffle, James G. Dempsey and Howard M. Diamond, and each of them, with full power of substitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barry L. Biffle</u> Barry L. Biffle	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 22, 2023
<u>/s/ James G. Dempsey</u> James G. Dempsey	Chief Financial Officer <i>(Principal Financial Officer)</i>	February 22, 2023
<u>/s/ Josh A. Wetzel</u> Josh A. Wetzel	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	February 22, 2023
<u>/s/ William A. Franke</u> William A. Franke	Director (Chairman of the Board)	February 22, 2023
<u>/s/ Andrew S. Broderick</u> Andrew S. Broderick	Director	February 22, 2023
<u>/s/ Josh T. Connor</u> Josh T. Connor	Director	February 22, 2023
<u>/s/ Brian H. Franke</u> Brian H. Franke	Director	February 22, 2023
<u>/s/ Robert J. Genise</u> Robert J. Genise	Director	February 22, 2023

<u>/s/ Bernard L. Han</u> Bernard L. Han	Director	February 22, 2023
<u>/s/ Ofelia Kumpf</u> Ofelia Kumpf	Director	February 22, 2023
<u>/s/ Michael R. MacDonald</u> Michael R. MacDonald	Director	February 22, 2023
<u>/s/ Patricia Salas Pineda</u> Patricia Salas Pineda	Director	February 22, 2023
<u>/s/ Alejandro D. Wolff</u> Alejandro D. Wolff	Director	February 22, 2023

LATHAM & WATKINS LLP

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Madrid	Washington, D.C.

February 22, 2023

Frontier Group Holdings, Inc.
 4545 Airport Way
 Denver, CO 80239

Re: Registration Statement on Form S-8; 4,349,408 shares of Common Stock of Frontier Group Holdings, Inc., par value \$0.001 per share

To the addressee set forth above:

We have acted as special counsel to Frontier Group Holdings, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of an aggregate of 4,349,408 shares of common stock of the Company, par value \$0.001 per share (the “*Shares*”), issuable under the Company’s 2021 Incentive Award Plan (the “*2021 Plan*”).

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Securities Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on February 22, 2023 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, or certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefor, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the 2021 Plan, assuming in each case that the individual issuances, grants or awards under the 2021 Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the 2021 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the 2021 Incentive Award Plan of Frontier Group Holdings, Inc. of our reports dated February 22, 2023 with respect to the consolidated financial statements of Frontier Group Holdings, Inc. and the effectiveness of internal control over financial reporting of Frontier Group Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Denver, Colorado

February 22, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)Frontier Group Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Registrant's 2021 Incentive Award Plan	457(c) and 457(h)	4,349,408 ⁽²⁾	\$10.96 ⁽³⁾	\$47,669,511.68	\$110.20 per \$1,000,000	\$5,253.18
Total Offering Amounts					\$47,669,511.68		\$5,253.18
Total Fee Offsets							\$5,253.18
Net Fee Due							\$0

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement ("Registration Statement") shall also cover any additional shares of the Registrant's Common Stock ("Common Stock") that become issuable under the Registrant's 2021 Incentive Award Plan ("2021 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2021 Plan on January 1, 2022 and January 1, 2023 pursuant to an "evergreen" provision contained in the 2021 Plan. Pursuant to such provision, the number of shares of Common Stock reserved for issuance pursuant to awards under the 2021 Plan is increased on the first day of each year, beginning in 2022 and ending in 2031, equal to the lesser of (A) 1% of the shares of Common Stock outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of Common Stock as determined by the Registrant's Board of Directors (the "Board") or by the Compensation Committee of the Board.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price for shares reserved for future issuance under the 2021 Plan are based on the average of the high and the low prices of Common Stock, as reported on the Nasdaq Global Select Market on February 21, 2023.

Table 2: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Offset Source
Rule 457(p)											
Fee Offset Claims	Frontier Group Holdings, Inc.	S-4	333-263467	March 11, 2022	—	\$5,253.18 ⁽¹⁾	Equity	Common Stock, \$0.001 par value per share	215,500,725	\$1,975,351,348.00	—
Fee Offset Sources	Frontier Group Holdings, Inc.	S-4	333-263467	—	March 11, 2022	—	—	—	—	—	\$5,253.18 ⁽¹⁾

- (1) The Registrant previously registered 215,500,725 shares of Common Stock under a Registration Statement on Form S-4 (Registration No. 333-263467) filed on March 11, 2022, as amended by Amendment No. 1 filed on April 15, 2022, Amendment No. 2 filed on May 9, 2022, and Amendment No. 3 filed on May 10, 2022 (the “Prior Registration Statement”). The Registrant terminated the offering described in the Prior Registration statement and a post-effective amendment to the Prior Registration Statement to deregister such 215,500,725 unissued shares was filed prior to the filing of this Registration Statement.

Pursuant to Rule 457(p) under the Securities Act, the Registrant is offsetting the registration fee due hereunder by an amount of fees that was previously paid with respect to the Prior Registration Statement. The aggregate filing fee previously paid for the Prior Registration Statement was \$192,496.69.