

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Filene Jacob F.</u>			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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>Sr. Vice President, Customers</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/05/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O FRONTIER GROUP HOLDINGS, INC. 4545 AIRPORT WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>DENVER CO 80239</u>								
(City) (State) (Zip)								

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	07/05/2021		M ⁽¹⁾		22,078	A	(2)	97,739	D	
Common Stock	07/05/2021		F		9,692 ⁽³⁾	D	\$16.56	88,047	D	
Common Stock	07/05/2021		M ⁽¹⁾		7,600	A	(2)	95,647	D	
Common Stock	07/05/2021		F		3,336 ⁽³⁾	D	\$16.56	92,311	D	
Common Stock	07/05/2021		M ⁽¹⁾		5,852	A	(2)	98,163	D	
Common Stock	07/05/2021		F		2,569 ⁽³⁾	D	\$16.56	95,594	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. 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	(2)	07/05/2021		M			22,078	(4)	(2)	Common Stock	22,078	\$0.00	0	D	
Restricted Stock Units	(2)	07/05/2021		M			7,600	(4)	(2)	Common Stock	7,600	\$0.00	0	D	
Restricted Stock Units	(2)	07/05/2021		M			5,852	(4)	(2)	Common Stock	5,852	\$0.00	0	D	

Explanation of Responses:

- This Form 4 relates solely to the settlement of previously granted Restricted Stock Units upon vesting. No shares were sold by the Reporting Person and the shares of Issuer Common Stock received by the Reporting Person upon the settlement of the Restricted Stock Units are subject to a lock-up agreement for the benefit of the underwriters of the Issuer's initial public offering.
- Each Restricted Stock Unit represents a contingent right to receive one share of Issuer Common Stock. The Restricted Stock Units have no expiration date.
- Represents shares of Issuer Common Stock withheld by the Issuer solely to satisfy tax withholding obligations in connection with the net issuance of shares of Issuer Common Stock delivered to the Reporting Person on July 5, 2021, from the vesting of Restricted Stock Units, and does not represent a sale by the Reporting Person.
- The Restricted Stock Units have fully vested as of July 5, 2021.

Remarks:

/s/ Howard Diamond, as
Attorney-in-fact for Jake F. Filene 07/07/2021

** 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.