Statement of Changes in Beneficial Ownership

1. Name and Address of Reporting Person
   Dempsey James G.
   C/O FRONTIER GROUP HOLDINGS, INC.
   4545 AIRPORT WAY
   DENVER CO 80239

2. Issuer Name and Ticker or Trading Symbol
   Frontier Group Holdings, Inc. [ULCC]

3. Date of Earliest Transaction (Month/Day/Year)
   10/25/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)
   10/25/2023

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   10% Owner
   Other (specify below)

   Officer (give title below)
   President

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Acquired</th>
<th>Disposed</th>
<th>Beneficially Owned</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1) 10/25/2023</td>
<td>A 468,750</td>
<td>(2) (1) Common Stock</td>
<td>468,750 $0.00 468,750 D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Number of Derivatives Acquired</th>
<th>Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Beneficially Owned Following Transaction(s)</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1) 10/25/2023</td>
<td>A 195,313</td>
<td>(3) (1) Common Stock</td>
<td>195,313</td>
<td>$0.00</td>
<td>195,313</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Each Restricted Stock Unit represents a contingent right to receive one share of Issuer Common Stock. The Restricted Stock Units have no expiration date.
2. The Restricted Stock Units vest in three substantially equal annual installments beginning on October 25, 2024.
3. The Restricted Stock Units vest in three substantially equal annual installments beginning on October 16, 2024.

Remarks:

/s/ Howard Diamond
Attorney-in-fact for James Dempsey
Date: 10/27/2023

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).


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.