

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

**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>Dempsey James G.</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)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>EVP &amp; Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/19/2023		M <sup>(1)</sup>		30,160	A	<sup>(2)</sup>	90,548	D	
Common Stock	02/19/2023		F		13,195 <sup>(3)</sup>	D	\$11.18	77,353	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	<sup>(2)</sup>	02/19/2023		M			30,160	<sup>(4)</sup>	<sup>(2)</sup>	Common Stock	30,160	\$0.00	0.00	D	

**Explanation of Responses:**

1. Relates solely to the settlement of previously granted Restricted Stock Units upon vesting. No shares were sold by the Reporting Person.
2. Each Restricted Stock Unit represents a contingent right to receive one share of Issuer Common Stock. The Restricted Stock Units have no expiration date.
3. 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 on February 19, 2023, from the vesting of Restricted Stock Units, and does not represent a sale by the Reporting Person.
4. The Restricted Stock Units have fully vested as of February 19, 2023.

**Remarks:**

/s/ Howard Diamond, as  
Attorney-in-fact for James      02/21/2023  
Dempsey

\*\* 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.