

| OMB APPROVAL                                 |           |
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**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*<br><u>Mitchell Mark Christopher</u><br>(Last) (First) (Middle)<br>C/O FRONTIER GROUP HOLDINGS, INC.<br>4545 AIRPORT WAY<br>(Street)<br>DENVER CO 80239<br>(City) (State) (Zip)  |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Frontier Group Holdings, Inc. [ ULCC ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>SVP & CFO             |  |  |
| 3. Date of Earliest Transaction (Month/Day/Year)<br>02/08/2024   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                     |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
| Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> 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                    | 02/08/2024                           |  | M <sup>(1)</sup>               |   | 3,656   | A          | (2)    | 46,922  | D  |   |
| Common Stock                    | 02/08/2024                           |  | F                              |   | 1,051 <sup>(3)</sup>  | D          | \$6.89 | 45,871  | D  |   |
| Common Stock                    | 02/08/2024                           |  | M <sup>(1)</sup>               |   | 3,962   | A          | (2)    | 49,833  | D  |   |
| Common Stock                    | 02/08/2024                           |  | F                              |   | 1,139 <sup>(3)</sup>  | D          | \$6.89 | 48,694  | 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)  | 02/08/2024                           |  | M                              |   |  | 3,656 | (4)  | (2)             | Common Stock  | 3,656                                      | \$0.00   | 7,314   | D  |       |
| Restricted Stock Units                     | (2)  | 02/08/2024                           |  | M                              |   |  | 3,962 | (5)  | (2)             | Common Stock  | 3,962                                      | \$0.00   | 6,177   | D  |       |

**Explanation of Responses:**

- Relates solely to the settlement of previously granted Restricted Stock Units upon vesting. No shares were sold by the Reporting Person.
- 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 February 8, 2024, from the vesting of Restricted Stock Units, and does not represent a sale by the Reporting Person.
- The remaining Restricted Stock Units vest in two substantially equal annual installments beginning on February 8, 2025.
- The remaining Restricted Stock Units vest in two annual installments beginning on February 8, 2025. 3,706 Restricted Stock Units vest in the first installment, followed by 2,471 in the second installment.

**Remarks:**

/s/ Howard Diamond, as  
Attorney-in-fact for Mark C. Mitchell      02/12/2024

\*\* 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.