

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Mitchell Mark Christopher</u> _____ (Last) (First) (Middle) C/O FRONTIER GROUP HOLDINGS, INC. 4545 AIRPORT WAY _____ (Street) DENVER CO 80239 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/16/2023	3. Issuer Name and Ticker or Trading Symbol <u>Frontier Group Holdings, Inc. [ ULCC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">SVP &amp; CFO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	40,601	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	(1)	09/18/2025	Common Stock	158,803	1.3602	D	
Restricted Stock Units	(3)	(3)	Common Stock	4,560	(2)	D	
Restricted Stock Units	(4)	(4)	Common Stock	8,137	(2)	D	
Restricted Stock Units	(5)	(5)	Common Stock	21,109	(2)	D	

**Explanation of Responses:**

- The stock options are fully vested and exercisable.
- Each Restricted Stock Unit represents a contingent right to receive one share of Issuer Common Stock. The Restricted Stock Units have no expiration date.
- The Restricted Stock Units vest on February 23, 2024. The Restricted Stock Units have no expiration date.
- The Restricted Stock Units vest in two substantially equal annual installments beginning on February 3, 2024. The Restricted Stock Units have no expiration date.
- The Restricted Stock Units vest in three substantially equal annual installments beginning on February 8, 2024. The Restricted Stock Units have no expiration date.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Howard Diamond, as  
Attorney-in-fact for Mark 10/25/2023  
C. Mitchell

\*\* 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 5 (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.

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