

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 20, 2024**

**Frontier Group Holdings, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-40304**  
(Commission File Number)

**46-3681866**  
(I.R.S. Employer  
Identification No.)

**4545 Airport Way  
Denver, CO 80239  
(720) 374-4550**  
(Address of principal executive offices, including zip code, and Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>                | <b>Trading Symbol</b> | <b>Name of each exchange on which registered</b> |
|---|-----------------------|--|
| Common Stock, \$0.001 par value per share | ULCC                  | The Nasdaq Stock Market LLC                      |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 20, 2024, the Board of Directors (the “Board”) of Frontier Group Holdings, Inc. (the “Company”) appointed Nancy Lipson to serve as a Class I director, effective as of July 1, 2024, to serve for an initial term expiring at the Company’s 2025 annual meeting of stockholders and until her successor has been elected and qualified or until her earlier resignation or removal. The Board has not yet determined the committees on which Ms. Lipson will serve. Ms. Lipson was appointed to a newly created vacancy on the Board resulting from an increase in the size of the Board from eleven to twelve directors.

As a non-employee director, Ms. Lipson will be compensated for her service in accordance with the Company’s Non-Employee Director Compensation Program (as amended, the “Non-Employee Director Compensation Program”). Pursuant to the Non-Employee Director Compensation Program, Ms. Lipson will receive annual cash compensation of \$100,000 for her service as a member of the Board (paid quarterly in arrears and prorated based on the portion of days actually served in the applicable quarter). Ms. Lipson will also receive (i) an initial award of restricted stock units (“RSUs”) equaling \$140,000 multiplied by a fraction, the numerator of which is the number of days from and including her appointment until May 23, 2025, and the denominator of which is 365 (the “Initial Award”) and (ii) an annual award of RSUs granted on the date of each annual meeting of the Company’s stockholders, equaling \$140,000 divided by the closing price of the Company’s common stock on the grant date (the “Annual Award”). Each of the Initial Award and Annual Award will vest in full on the earlier of the first anniversary of the grant date and immediately prior to the next annual meeting of the Company’s stockholders after the grant date, subject in each case to her continued service on the Board through the vesting date.

Ms. Lipson served as Executive Vice President and Chief Legal Officer of Newmont Corporation, a global mining company, from June 2019 to June 2023, after previously serving in various senior legal positions with Newmont since July 2005. She also previously served on the board of trustees of the Legal Aid Foundation of Colorado from October 2017 to June 2023. Ms. Lipson holds a B.A. in Political Science from Colorado College and a J.D. from University of California College of Law, San Francisco.

There are no arrangements or understandings between Ms. Lipson, on the one hand, and any other persons, on the other hand, pursuant to which Ms. Lipson was selected as a director. Ms. Lipson has no family relationship with any director or executive officer of the Company and is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. Lipson is expected to enter into the Company’s standard form of indemnification agreement in the form filed as Exhibit 10.4 to the Company’s Registration Statement on Form S-1 (File No. 333-254004), filed with the Securities and Exchange Commission on March 8, 2021.

A copy of the press release announcing the appointment of Ms. Lipson to the Board is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | <a href="#">Press Release, dated June 25, 2024</a>                           |
| 104.1              | Cover page interactive data file (embedded within the Inline XBRL document). |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRONTIER GROUP HOLDINGS, INC.

Date: June 25, 2024

By: /s/ Howard M. Diamond

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Howard M. Diamond

Executive Vice President, Legal and Corporate Affairs



## **Frontier Group Holdings, Inc. Announces New Board Member**

DENVER – June 25, 2024 - Frontier Group Holdings, Inc. (NASDAQ: ULCC), parent company of Frontier Airlines, Inc., today announced the appointment of Nancy L. Lipson to the company's Board of Directors.

"We are very pleased to have Ms. Lipson join the Frontier Board of Directors," said William A. Franke, chairman of Frontier Group Holdings, Inc. "Her extensive experience in the corporate legal arena, along with a variety of other key disciplines of great importance to our organization, will be of tremendous benefit. Her contributions and experience gained through Board positions in the non-profit sector are greatly valued, as well."

Ms. Lipson served as Executive Vice President and Chief Legal Officer of Newmont Corporation (NYSE: NEM), the world's largest gold mining company and significant producer of copper, silver, lead, and zinc, until June of 2023. While at Newmont, Ms. Lipson was a central advisor and corporate secretary to the compensation committee of the Board. She also developed deep expertise in the areas of sustainability, corporate strategy, business integrity and compliance. Prior to Newmont, Ms. Lipson held corporate legal roles at companies including USWest/Qwest and Sports Authority, as well as serving as a commercial litigator in private practice.

For six years, Ms. Lipson served on the Board of Trustees of the Colorado Legal Aid Foundation, as well as the Board of Denver CASA (Court Appointment Special Advocates). In 2018, she was named one of Colorado's Most Powerful Women by the Colorado Women's Chamber of Commerce.

Ms. Lipson is a Cum Laude graduate of Colorado College and received her law degree from the University of California, San Francisco.

## **About Frontier Airlines**

Frontier Airlines, Inc., a subsidiary of Frontier Group Holdings, Inc. (NASDAQ: ULCC), is committed to "Low Fares Done Right." Headquartered in Denver, Colorado, the company operates 147 A320 family aircraft and has the largest A320neo family fleet in the U.S. The use of these aircraft, along with Frontier's high-density seating configuration and weight-saving initiatives, have contributed to Frontier's continued ability to be the most fuel-efficient of all major U.S. carriers when measured by available seat miles (ASMs) per fuel gallon consumed. With approximately 200 new Airbus planes on order, Frontier will continue to grow to deliver on the mission of providing affordable travel across America.

## **Contacts:**

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