SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

1. Name and Address of Reporting Person* Shurz Daniel M.	2. Issuer Name **and** Ticker or Trading Symbol Frontier Group Holdings, Inc. [ULCC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O FRONTIER GROUP HOLDINGS, INC. 4545 AIRPORT WAY	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2023	Director 10% Owner X Officer (give title below) Other (specify below) Sr. Vice President, Commercial
(Street) DENVER CO 80239	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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[(1)]		25,638	A	[(2)]	71,418	D	
Common Stock	02/19/2023		F		11,216[(3)]	D	$11.18	60,202	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	Amount or Number of Shares				
Restricted Stock Units	[(2)]	02/19/2023		M			25,638	[(4)]	[(2)]	Common Stock	25,638	$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 Daniel M. Shurz   02/21/2023

** 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).

** 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.