FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C.	20549

STATEMENT	OF CHAN	IGES IN E	BENEFICIAL	OWNERSHIP

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

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

Name and Address of Reporting Person* Kumpf Ofelia					2. Issuer Name and Ticker or Trading Symbol Frontier Group Holdings, Inc. [ULCC]								ck all applic	,						
					3 5	2 Data of Earliest Transaction (Month/Day/Veer)							┦ ^					·		
(Last)	(F	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/25/2023								below)	(give title		Other (s below)	респу		
C/O FRO	ONTIER GI	ROUP HOLDIN	GS, INC.		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable							
4545 AIRPORT WAY					""	I / inchamon, bate of Original Filed (Month bay/Teal)								Line)						
					.									X	Form fil	ed by One	Repo	rting Persor		
(Street)																ed by Mor	e than	One Repor	ting	
DENVE	R C	O	80239												Person					
					- Rι	Rule 10b5-1(c) Transaction Indication														
(City)	(S	state)	(Zip)					` '												
(- 5)	ν-	,	(17)		ΙП	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.																			
		Tal	ble I - Non	-Deriv	vative	e Se	ecuritie	s Acq	uired, I	Disp	osed of	f, or B	enef	icially	Owned					
1. Title of	Security (Ins	tr. 3)		2. Trans				2A. Deemed				4. Securities Acquired (A)							. Nature	
Date (Month/D					/Day/Ye			,	Code (Instr.		Disposed Of (D) (Instr. 3, 4			3, 4 and	Beneficia			or Indirect E	of Indirect Beneficial	
\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \							(Month/Day/Y		r) 8)						Owned F Reported				Ownership (Instr. 4)	
								Code	v	Amount (A) or		or	Price	Transacti	tion(s)		Ι,			
									-		-	(0)	-		(IIISII. 3 a	iiu 4)				
Common Stock 05/25					5/2023	M ⁽¹⁾			14,574 A		(2) 21,502		502	502						
			Table II - I	Deriva	ative 9	Sec	urities	Δcau	ired Di	isno	sed of	or Ber	efic	ially (Owned					
											onvertib				Junea					
1. Title of	2.	3. Transaction	3A. Deemed	4			5. Numb	ner of	6 Date F	verci	sable and	7. Title	and		8. Price of	9. Numbe	r of	10.	11. Nature	
Derivative	Conversion	Date	Execution Date,		, Transaction		on Derivative		Expiration Date Amount of				Derivative	derivative		Ownership	of Indirect			
Security or Exercise (Month/Day/Year) if any C (Instr. 3) Price of (Month/Day/Year) 8					Code (In 3)	ıstr.	r. Securities Acquired (A)		cquired (A) Underlying				Security (Instr. 5)	Securities Beneficially		Direct (D) Ov	Beneficial Ownership			
	Derivative Security						or Dispo		Derivative Sec (Instr. 3 and 4)						Owned Following			(Instr. 4)		
	Security						and 5)					"		Reported Transaction(s		1				
														mount		(Instr. 4)	on(s)			
													OI N	r umber						
				, ا	Code	v	₍₀₎	(D)	Date Exercisal		Expiration Date	Title	of							
					Joue	v	(A)	(D)	Exercisal	bie	Date	Title	- 3	liales						
Restricted Stock	(2)	05/25/2023			M			14,574	(3)		(2)	Commo		4,574	\$0.00	0.00		D		
Units		13.23.2020						,5,, ,			. /	Stock	1	.,5/ -		3.30				
Restricted												Comre								
Stock Units	(2)	05/25/2023			A		17,722		(4)		(2)	Stock		7,722	\$0.00	17,72	2	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. The Restricted Stock Units have fully vested as of May 25, 2023.
- $4. \ The \ Restricted \ Stock \ Units \ will \ vest in full \ on \ May \ 25, \ 2024, subject \ to \ continued \ service \ of \ the \ Reporting \ Person \ through \ the \ vesting \ date.$

Remarks:

/s/ Howard Diamond, as Attorney-in-fact for Ofelia

05/30/2023

Kumpf

** 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.