FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	$D \subset$	205/10	
wasiiiiyiuii,	D.C.	20349	

	STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP
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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* Connor Josh T.					2. Issuer Name and Ticker or Trading Symbol Frontier Group Holdings, Inc. [ULCC]							(Che	ck all applic	., ,						
Comio	30311 1.				-							- X	Director			10% Ow	ner			
(Last)	(F	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/25/2023								Officer below)	(give title		Other (s below)	pecify		
C/O FRO	ONTIER GI	ROUP HOLDIN	GS, INC.		4 15	Λm	andmont	Data of	Original F	ilod	Month/Day	/\/oor\		6 100	6. Individual or Joint/Group Filing (Check Applicable					
4545 A II	RPORT WA	Y			4. 11	AIIIE	enument,	Date of	Original F	-lieu i	wonin/Day	nrear)			Line)					
10 10 111	di Oiti Wi												X	X Form filed by One Reporting Person						
(Street)	D C	0	00220										Form fil Person	ed by Mor	e than	One Repor	ting			
DENVE	R C	U	80239		<u> </u>	Rule 10b5-1(c) Transaction Indication														
-					Ru	лe	T002-	-T(C)	rransa	acu	on indi	callor	1							
(City)	(S	state)	(Zip)		l_{\Box}	Che	ck this box	x to indica	ite that a tr	ansa	ction was ma	ade pursu	ant to	a contra	ct. instruction	or written p	lan tha	t is intended	to satisfy	
						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.														
		T-1	ala I Naw	D	41					<u></u>				e: - : - II.	0					
		Ia	ble I - Nor	i-Deriv	ative	• Se	curitie	es Acq	uirea, i	DISP	osea oi	, or B	ene	nciany	Ownea					
1. Title of S	Security (Ins	tr. 3)		2. Trans	action		2A. Deemed Execution Date.		3. 4. Securitie		ies Acquired (A) or Of (D) (Instr. 3, 4 and		(A) or	5. Amour Securitie				7. Nature of Indirect		
Date (Month/D					Day/Yea			,	Code (Instr.				5, 4 and	Beneficia		(D) o	r Indirect B	Beneficial		
						("		ay/Year)	0)						Owned F Reported	· -	(I) (In		Ownership Instr. 4)	
								Code	١v	Amount (A) or (D)		or	Price	Transaction(s) (Instr. 3 and 4)		.				
Common Stock 05/2.				5/2023		M ⁽¹⁾		14,574 A		(2)	72,822 ⁽³⁾			D						
Table II Davivet				tivo C		urition	Λοαιι	ired Di	one	and of	or Do	a ofic	م المناه	Juned						
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
4 7711		0.7	3A. Deemed	7					•			7. Title			0.000.00	0. No		10	11. Nature	
1. Title of Derivative	2. Conversion	Conversion Date			ransact				6. Date Exercisable and Expiration Date			Amoun	nt of		8. Price of Derivative	9. Number of derivative		10. Ownership	of Indirect	
Security (Instr. 3)	or Exercise Price of	(Month/Day/Year)	Month/Day/Year)	if any (Month/Day/		Code (Instr. 8)		nstr. Securities Acquired (A)		(Month/D	Month/Day/Year)			ties ying		Security (Instr. 5)	Securities Beneficially		Form: Direct (D)	Beneficial Ownership
(Derivative		(, ,	,		or Dispo	osèd of	Derivative Sec						(Owned Following			(Instr. 4)	
	Security					(D) (Instr. 3, 4 and 5)				(Instr. 3 and 4)				4)		Reported		1		
												А	mount		Transaction(s (Instr. 4)	on(s)	5)			
													ON	r Iumber						
					ode	v	<u>, , , </u>	(D)	Date Exercisa		Expiration Date	Title	0							
					oae	٧	(A)	(D)	Exercisa	nie	Date	ritte	+	mares						
Restricted Stock	(2)	05/25/2023			M			14,574	(4)		(2)	Commo		4,574	\$0.00	0.00		D		
Units								.,				Stock		.,0, 1						
Restricted												Commo	,,							
Stock Units	(2)	05/25/2023			A		17,722		(5)		(2)	Stock		7,722	\$0.00	17,72	2	D		

- 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. Since the date of the Reporting Person's last ownership report, he transferred 51,156 shares of Issuer Common Stock to his former spouse pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his former spouse.
- 4. The Restricted Stock Units have fully vested as of May 25, 2023.
- 5. 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 Josh T.

05/30/2023

Connor

** 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.