

Citigroup Global Markets Inc.  
388 Greenwich Street  
New York, New York 10013

Barclays Capital Inc.  
745 Seventh Avenue  
New York, NY 10019

Deutsche Bank Securities Inc.  
60 Wall Street  
New York, New York 10005

Morgan Stanley & Co. LLC  
1585 Broadway  
New York, New York 10036

Evercore Group L.L.C.  
55 East 52nd Street  
New York, New York 10055

March 29, 2021

**VIA EDGAR**

Securities and Exchange Commission  
Division of Corporation Finance  
Office of Energy & Transportation  
100 F Street, N.E.  
Washington, D.C. 20549

Attn: Kevin Dougherty  
Laura Nicholson  
Yong Kim  
Gus Rodriguez

**Re: Frontier Group Holdings, Inc.  
Registration Statement on Form S-1  
Registration File No. 333-254004**

Ladies and Gentlemen:

In accordance with Rule 461 of Regulation C of the General Rules and Regulations under the Securities Act of 1933, as amended (the “**Act**”), we, the representatives of the several underwriters (the “**Representatives**”), hereby join in the request of Frontier Group Holdings, Inc. (the “**Company**”) for acceleration of the effective date of the above-referenced Registration Statement on Form S-1, as amended, so that it will be declared effective at 3:00 PM, Washington, D.C. time, on Wednesday, March 31, 2021 or as soon thereafter as practicable, or at such later time as the Company’s outside counsel, Latham & Watkins LLP, may orally request via telephone call that such Registration Statement be declared effective.

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Pursuant to Rule 460 under the Act, we, as the Representatives, wish to advise you that there have been, or there will be, distributed to each underwriter or dealer who is reasonably anticipated to participate in the distribution of the securities as many copies of the preliminary prospectus as appears to be reasonable to secure adequate distribution of the preliminary prospectus.

We, the undersigned, as the Representatives, each confirm on behalf of ourselves and the other participating underwriters that we have complied and will continue to comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended, in connection with the above-referenced issuance.

*[Signature page immediately follows]*

Very truly yours,

CITIGROUP GLOBAL MARKETS INC.

BARCLAYS CAPITAL INC.

DEUTSCHE BANK SECURITIES INC.

MORGAN STANLEY & CO. LLC

EVERCORE GROUP L.L.C.

As representatives of the several underwriters

By: CITIGROUP GLOBAL MARKETS INC.

By: /s/ Rohith Adavikolanu

Name: Rohith Adavikolanu

Title: Director

By: BARCLAYS CAPITAL INC.

By: /s/ Robert Stowe

Name: Robert Stowe

Title: Managing Director

By: DEUTSCHE BANK SECURITIES INC.

By: /s/ Ben Selinger

Name: Ben Selinger

Title: Director

By: /s/ David Jeshiva

Name: David Jeshiva

Title: Managing Director

*[Signature Page to Underwriters' Acceleration Request]*

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By: MORGAN STANLEY & CO. LLC

By: /s Daniel Danev

Name: Daniel Danev

Title: Vice President

By: EVERCORE GROUP L.L.C.

By: /s/ Kristen Grippi

Name: Kristen Grippi

Title: Senior Managing Director

*[Signature Page to Underwriters' Acceleration Request]*