

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Indigo Frontier Holdings Company, LLC</u>  (Last) (First) (Middle) C/O INDIGO PARTNERS 2525 EAST CAMELBACK ROAD, SUITE 900  (Street) PHOENIX AZ 85016  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Frontier Group Holdings, Inc. [ ULCC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/06/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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	04/06/2021		s <sup>(1)</sup>		18,765,966	D	\$19 <sup>(1)</sup>	178,834,034	I	See Footnote <sup>(2)</sup>

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Indigo Frontier Holdings Company, LLC  
 (Last) (First) (Middle)  
 C/O INDIGO PARTNERS  
 2525 EAST CAMELBACK ROAD, SUITE 900  
 (Street)  
 PHOENIX AZ 85016  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Indigo Denver Management Company, LLC  
 (Last) (First) (Middle)  
 C/O INDIGO PARTNERS  
 2525 EAST CAMELBACK ROAD, SUITE 900  
 (Street)  
 PHOENIX AZ 85016  
 (City) (State) (Zip)

**Explanation of Responses:**

1. These shares were sold by the reporting persons as a selling stockholder in conjunction with the Issuer's Form S-1 filing, Registration Number 333-254004. The offering closed on April 6, 2021. The reported sale price reflects the price at which the reporting persons sold shares to the underwriter.

2. These shares are held directly by Indigo Frontier Holdings Company, LLC. William A. Franke is a member of the Issuer's Board of Directors and the sole member of Indigo Denver Management Company, LLC, which is the managing member of Indigo Frontier Holdings Company, LLC.

**Remarks:**

[INDIGO FRONTIER](#) [04/06/2021](#)

[HOLDINGS COMPANY,](#)

[LLC, by: Indigo Denver](#)

[Management Company, LLC,](#)

[its managing member, by: /s/](#)

[William A. Franke, managing](#)

[member](#)

[INDIGO DENVER](#)

[MANAGEMENT](#)

[COMPANY, LLC, its](#)

[04/06/2021](#)

[managing member, by: /s/](#)

[William A. Franke, managing](#)

[member](#)

\*\* 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.**