

Frontier Airlines Holdings, Inc.  
Form S-8 POS  
October 01, 2009

As filed with the Securities and Exchange Commission on October 1, 2009

Registration No. 333-140474

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Post-Effective Amendment No. 1 to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

FRONTIER AIRLINES HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of other jurisdiction of  
incorporation or organization)

20-4191157  
(I.R.S. Employee  
Identification Number)

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7001 Tower Road  
Denver, Colorado 80249  
(720) 374-4200  
(Address of principal executive offices)

Employee Stock Ownership Plan  
(Full title of plan)

Edward M. Christie, III  
Senior Vice President and Chief Financial Officer  
7001 Tower Road  
Denver, Colorado 80249  
(720) 374-4200

(Name and address, including zip code, and telephone number, including area code, of agent for service)

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Copy to:  
Julia K. Cowles  
Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000

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Approximate date of commencement of proposed sale of the securities to the public: Not applicable.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SHARES

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, as amended (No. 333-140474) (the "Registration Statement"), which became effective on February 6, 2007, pertaining to the registration of 1,600,000 shares of the common stock of Frontier Airlines Holdings, Inc. (the "Company") issuable under the Company's Employee Stock Ownership Plan, is being filed to terminate the effectiveness of the Registration Statement and to deregister all unsold shares of common stock of the Company, the sale of which was registered under the Registration Statement, as of the effective date of this post-effective amendment.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on October 1, 2009.

FRONTIER AIRLINES HOLDINGS, INC.

By */s/ Sean E. Menke*  
 Name: Sean E. Menke  
 Title: President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date            |
|---|---|-----------------|
| <i>/s/ Sean E. Menke</i><br>Sean E. Menke                     | President, Chief Executive Officer and Director (Principal Executive Officer) | October 1, 2009 |
| <i>/s/ Edward M. Christie, III</i><br>Edward M. Christie, III | Chief Financial Officer (Principal Financial and Accounting Officer)          | October 1, 2009 |
| <i>/s/ D. Dale Browning</i><br>D. Dale Browning               | Director  | October 1, 2009 |
| <i>/s/ Rita M. Cuddihy</i><br>Rita M. Cuddihy                 | Director  | October 1, 2009 |
| Paul S. Dempsey   | Director  | October 1, 2009 |
| <i>/s/ Patricia A. Engels</i><br>Patricia A. Engels           | Director  | October 1, 2009 |
| <i>/s/ B. LaRae Orullian</i><br>B. LaRae Orullian             | Director  | October 1, 2009 |



| Signature                                  | Title    | Date            |
|--|----------|-----------------|
| /s/ Jeff S. Potter<br>Jeff S. Potter       | Director | October 1, 2009 |
| /s/ Robert D. Taylor<br>Robert D. Taylor   | Director | October 1, 2009 |
| /s/ James B. Upchurch<br>James B. Upchurch | Director | October 1, 2009 |

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