

FRONTIER AIRLINES INC /CO/
Form S-3/A
April 17, 2002

As filed with the Securities and Exchange Commission on April 17, 2002

Registra

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO.1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Colorado
(State or other jurisdiction of
incorporation or organization)

84-1256945
(I.R.S. Employer Identification

7001 Tower Road
Denver, Colorado 80249
(720) 374-4200
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Paul H. Tate
Vice President and Chief Financial Officer
7001 Tower Road
Denver, Colorado 80249
(720) 374-4200
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

With a copy to:

Douglas R. Wright
Jeffrey A. Sherman
Michael M. McGawn
Faegre & Benson LLP
370 Seventeenth Street, Suite 2500
Denver, Colorado 80202
(303) 592-9000

Approximate date of commencement of proposed sale to the public: From time to time after
effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend
interest reinvestment plans, check the following box.

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If any of the securities being registered on this form are to be offered on a continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell securities until the registration statement filed with the Securities and Exchange Commission becomes effective. This prospectus is not an offer to sell these securities and it is not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

(Subject to completion, dated April 17, 2002)

PROSPECTUS

\$150,000,000

[LOGO]

FRONTIER AIRLINES, INC.

Debt Securities
Preferred Stock
Common Stock
Securities Warrants

We will provide the specific terms of these securities as well as prices at which they will be sold, in supplements to this prospectus. You should read this prospectus and the applicable supplements carefully before you invest.

Our common stock is quoted and traded on the Nasdaq National Market under the symbol FR

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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We will sell these securities directly to our shareholders or to purchasers or through a broker on our behalf or through underwriters or dealers as designated from time to time. If any agents or underwriters are involved in the sale of any of these securities, the applicable prospectus supplement will provide the names of the agents or underwriters and any applicable fees, commissions or discounts.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate as of the date on the front cover of this prospectus only. Our business, financial condition, results of operations and prospects may have subsequently changed.

This prospectus is dated _____, 2002

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a "shelf" registration process. Under this shelf registration process, we may sell:

- o debt securities,
- o preferred stock,
- o common stock, and
- o securities warrants,

either separately or in units, in one or more offerings up to a total dollar amount of \$150,000,000. This prospectus provides you with a general description of those securities. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and the applicable prospectus supplement together with the additional information described under the heading "Where You Can Find More Information."

The registration statement that contains this prospectus (including the exhibits to the

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registration statement) contains additional information about our company and the securities offered under this prospectus. That registration statement can be read at the SEC web site or at the SEC mentioned under the heading "Where You Can Find More Information."

Whenever we refer to we, our or us in this prospectus, we mean Frontier Airlines, Inc. When we refer to you or yours, we mean the holders or prospective purchasers of the applicable series of securities.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, proxy statements and other information with the SEC in accordance with the Securities Exchange Act of 1934. You may read and copy our reports, proxy statements and other information filed by us at the public reference facilities of the SEC in Washington, D.C., New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further information about the public reference rooms. Our reports, proxy statements and other information filed with the SEC are available to the public over the Internet at the SEC's World Wide Web site at <http://www.sec.gov>.

We "incorporate by reference" into this prospectus the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. Some information contained in this prospectus updates the information incorporated by reference into this prospectus. Information that we file subsequently with the SEC will automatically update information in this prospectus as well as our other filings with the SEC. In other words, in the case of a conflict or inconsistency between information set forth in this prospectus and information incorporated by reference into this prospectus, you should rely on the information contained in the document that was filed with the SEC. We incorporate by reference the documents listed below and any filings we make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 after the initial filing of the registration statement that contains this prospectus and prior to the time that we sell all the securities offered under this prospectus:

- o Annual Report on Form 10-K for the year ended March 31, 2001;
- o Quarterly Reports on Form 10-Q for the quarters ended June 30, 2001, September 30, 2001, and December 31, 2001;
- o Current Report on Form 8-K filed January 22, 2001, as amended by a Current Report on Form 8-K filed July 11, 2001;
- o Current Report on Form 8-K filed May 7, 2001;
- o The description of our common stock contained in the Registration Statement on Form 8-A/A effective by the SEC on May 19, 1994, except that the number of authorized shares of common stock has been increased to 100,000,000; and
- o The description of our common stock purchase rights contained in the Registration Statement on Form 8-A/A filed on March 12, 1997, as amended by an amendment dated June 30, 1997 filed as Exhibit D to our Annual Report on Form 10-KSB for the year ended March 31, 1997, an amendment dated December 5, 1997 filed on Form 8-A/A on October 14, 1999 and an amendment dated as of May 30, 2000 filed as Exhibit 4.4(d) to our Annual Report on Form 10-K for the year ended March 31, 2001.

You may request a copy of these filings (other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing) at no cost, by writing to or telephoning the Corporate Secretary at the following address:

Corporate Secretary
Frontier Airlines, Inc.
7001 Tower Road
Denver, Colorado 80249
(720) 374-4200

