

WHITEBOX ADVISORS LLC  
Form SC 13G/A  
February 13, 2009

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Frontier Airlines Holdings ,Inc.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**359059102**

**(CUSIP Number)**

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December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1745 (2-02)

CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,915,056

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

1,915,056

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,915,056 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9%

12 TYPE OF REPORTING PERSON\*

IA

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

Page 2 of 13

CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Combined Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

940,059

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

940,059

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

940,059 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%

12 TYPE OF REPORTING PERSON\*

IA

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

Page 3 of 13

CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Combined Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

940,059

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

940,059

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

940,059 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%

12 TYPE OF REPORTING PERSON\*

PN

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

Page 4 of 13



CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Combined Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

940,059

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

940,059

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

940,059 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%

12 TYPE OF REPORTING PERSON\*

PN

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

Page 5 of 13

CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Combined Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

940,059

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

940,059

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

940,059 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.4%

12 TYPE OF REPORTING PERSON\*

CO

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

Page 6 of 13

CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Convertible Arbitrage Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

867,747

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

867,747

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

867,747 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12 TYPE OF REPORTING PERSON\*

IA

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

Page 7 of 13

CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Convertible Arbitrage Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

867,747

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

867,747

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

867,747 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12 TYPE OF REPORTING PERSON\*

PN

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Page 8 of 13



CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Convertible Arbitrage Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

867,747

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

867,747

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

867,747 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12 TYPE OF REPORTING PERSON\*

PN

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

Page 9 of 13

CUSIP No. 359059102

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Whitebox Convertible Arbitrage Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

867,747

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH:

867,747

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

867,747 (see Item 4)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12 TYPE OF REPORTING PERSON\*

CO

**\*SEE INSTRUCTION BEFORE FILLING OUT!**

Page 10 of 13

- Item 1.** (a) Name of Issuer  
Frontier Airlines Holdings Inc. (the Company )
- (b) Address of Issuer's Principal Executive Offices  
7001 Tower Road  
Denver, CO 80249

- Item 2.** (a) Name of Person Filing  
This statement is filed by:
- (i) Whitebox Advisors, LLC, a Delaware limited liability company ( WA );
- (ii) Whitebox Combined Advisors, LLC a Delaware limited liability company ( WCA ).
- (iii) Whitebox Combined Partners, L.P. a British Virgin Islands limited partnership ( WCP ).
- (iv) Whitebox Combined Fund, L.P. a Delaware limited liability company ( WCFLP ).
- (v) Whitebox Combined Fund, Ltd. a British Virgin Islands limited partnership ( WCFLTD ).
- (vi) Whitebox Convertible Arbitrage Advisors, LLC, a Delaware limited liability company ( WCAA );
- (vii) Whitebox Convertible Arbitrage Partners, L.P., a British Virgin Islands limited partnership ( WCAP );
- (viii) Whitebox Convertible Arbitrage Fund, L.P., a Delaware limited partnership ( WCAFLP ); and
- (ix) Whitebox Convertible Arbitrage Fund, Ltd., a British Virgin Islands business company ( WCAFLTD ).
- (b) Address of Principal Business Office or, if none, Residence  
The address of the business office of WA, WCA, WCFLP, WCAA, and WCAFLP is:  
3033 Excelsior Boulevard  
Suite 300  
Minneapolis, MN 55416  
The address of the business office of WCP, WCFLTD, WCAP and WCAFLTD is:  
Trident Chambers, P.O. Box 146  
Waterfront Drive, Wickhams Cay  
Road Town, Tortola, British Virgin Islands
- (c) Citizenship  
WA, WCA, WCFLP, WCAA, and WCAFLP are organized under the laws of the State of Delaware; WCP, WCFLTD, WCAP and WCAFLTD are organized under the laws of the British Virgin Islands.
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
359059102

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act.
- (b)  Bank as defined in section 3(a)(6) of the Act.
- (c)  Insurance company as defined in section 3(a)(19) of the Act.
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

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- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
- (j) " Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

In addition to the investment advisers on behalf of whom this statement is filed pursuant to § 240.13d-1(b), this statement is also filed on behalf of the following persons pursuant to § 240.13d-1(c): WCP, WCFLP, WCFLTD, WCAFLP, WCAP, and WCAFLTD.

**Item 4. Ownership**

(a) Amount Beneficially Owned

WA, acting as investment adviser to its clients, is deemed to beneficially own 1,915,056 shares of Common Stock of the Company.

WCA, acting as investment adviser to its clients, is deemed to beneficially own 940,059 Shares of Common Stock of the company.

WCP is deemed to beneficially own 940,059 shares of Common Stock of the as a result of its indirect ownership of warrants of the company.

WCFLP is deemed to beneficially own 940,059 shares of Common Stock of the as a result of its indirect ownership of warrants of the company.

WCFLTD is deemed to beneficially own 940,059 shares of Common Stock of the as a result of its indirect ownership of warrants of the company.

WCAA, acting as investment adviser to its clients, is deemed to beneficially own 867,747 shares of Common Stock of the Company.

WCAP is deemed to beneficially own 867,747 shares of Common Stock of the Company as a result of its direct ownership of warrants of the Company.

WCAFLP is deemed to beneficially own 867,747 shares of Common Stock of the Company as a result of its indirect ownership of warrants of the Company.

WCAFLTD is deemed to beneficially own 867,747 shares of Common Stock of the Company as a result of its indirect ownership of warrants of the Company.

As a result of the relationships described in this statement, each of WA, WCA, WCFLP, WCFLTD, WCAA, WCAFLP, and WCAFLTD may be deemed to possess indirect beneficial ownership of the shares of Common Stock issuable upon the exercise of warrants held by WCP, WCAP and other investment advisory clients. WA, WCA, WCFLP, WCFLTD, WCAA, WCAFLP, and WCAFLTD each disclaim indirect beneficial ownership of the shares of Common Stock except to the extent of their pecuniary interest in such shares.

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Based on the relationships described herein, these entities may be deemed to constitute a group within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934. The filing of this statement shall not be construed as an admission that WA, WCA, WCP, WCFLP, WCFLTD, WCAA, WCAP, WCAFLP, and WCAFLTD are a group, or have agreed to act as a group.

(b) Percent of Class

WA is deemed to beneficially own 4.9% of the Company's Common Stock.

WCA is deemed to beneficially own 2.4% of the company's Common Stock.

WCP is deemed to beneficially own 2.4% of the company's Common Stock.

WCFLP is deemed to beneficially own 2.4% of the company's Common Stock.

WCFLTD is deemed to beneficially own 2.4% of the company's Common Stock.

WCAA is deemed to beneficially own 2.2% of the Company's Common Stock.

WCAP is deemed to beneficially own 2.2% of the Company's Common Stock.

WCAFLP is deemed to beneficially own 2.2% of the Company's Common Stock.

WCAFLTD is deemed to beneficially own 2.2% of the Company's Common Stock.

The percentage of Common Stock reportedly owned by each entity herein is based on 38,861,056 shares of outstanding Common Stock of the Company, which is the total number of shares issued and outstanding on 11-14-2008.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

WA has shared voting power with respect to 1,915,056 shares of the Company's Common Stock.



WCA, WCP, WCFLP, and WCFLTD have shared voting power with respect to 940,059 Shares of the Company's Common Stock.

WCAA, WCAP, WCAFLP, and WCAFLTD have shared voting power with respect to 867,747 shares of the Company's Common Stock.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

WA has shared power to direct the disposition of 1,915,056 shares of the Company's Common Stock.

WCA, WCP, WCFLP, and WCFLTD have shared power to direct the disposition of 940,059 Shares of the Company's Common Stock.

WCAA, WCAP, WCAFLP, and WCAFLTD have shared power to direct the disposition of 867,747 shares of the Company's Common Stock.

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security see §240.13d3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Not Applicable

*Instruction.* Dissolution of a group requires a response to this item.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

See Item 2

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2009

Date

/s/ Jonathan D. Wood

Signature

Jonathan D. Wood, Chief Operating Officer of Whitebox  
Advisors, LLC, on behalf of Whitebox Convertible  
Arbitrage Advisors, LLC.

Name/Title

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2009

Date

/s/ Jonathan D. Wood

Signature

Jonathan D. Wood, Chief Operating Officer of Whitebox Advisors, LLC, on behalf of Whitebox Convertible Arbitrage Partners, L.P., Whitebox Convertible Arbitrage Fund, L.P., and Whitebox Convertible Arbitrage Fund, Ltd.

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**