FRONTIER COMMUNICATIONS CORP
Form DEF 14A
March 27, 2018
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement	
Definitive Additional Materials	
Soliciting Material Under Rule 14a-12	

Frontier Communications Corporation

(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

401 Merritt 7, Norwalk, CT 06851

(203) 614-5600

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

VIRTUAL MEETING OF STOCKHOLDERS VIA LIVE WEBCAST

Time and Date:	10:00 a.m., Eastern Time, on May 9, 2018
Items of Business:	To elect 9 directors;
	To consider and vote upon an advisory proposal to approve executive compensation;
	To ratify the selection of KPMG LLP as our independent registered public accounting firm for 2018; and
	To transact any other business that may properly be brought before the meeting or any adjournment or postponement of the meeting.
Record Date:	Stockholders of record at the close of business on March 12, 2018 are entitled to vote at the meeting or any adjournments or postponements thereof.

Your vote is very important. On or about March 27, 2018, we mailed a Notice of Internet Availability of Proxy Materials (the Notice). The Notice includes instructions on how to access our Proxy Statement and 2017 Annual Report and vote online. Stockholders who received a printed copy of our proxy materials may also vote by mail by signing, dating and returning the proxy card in the envelope provided. Voting now will not limit your right to change your vote or participate in the meeting.

This year s Annual Meeting will be a virtual meeting, which means that you will be able to participate in the Annual Meeting via live webcast by visiting *www.virtualshareholdermeeting.com/FTR2018*. **Because the Annual Meeting is virtual and being conducted electronically, stockholders will not be able to attend the Annual Meeting in person.**

By Order of the Board of Directors

Mark D. Nielsen

Executive Vice President, Chief Legal Officer and Secretary

March 27, 2018

Important Notice Regarding the Availability of Proxy Materials

for the Annual Meeting of Stockholders to be held on May 9, 2018.

The Proxy Statement and 2017 Annual Report are available at www.proxyvote.com.

TABLE OF CONTENTS

PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement about Frontier Communications Corporation. You should read the entire Proxy Statement carefully before voting.

2018 Annual Meeting

Date	Time
May 9, 2018	10:00 a.m., Eastern Time
Record Date	**Via the internet**
March 12, 2018	www.virtualshareholdermeeting.com/FTR2018

Meeting Agenda and Voting Matters

Proposal		Board Vote Recommendation
Item 1	Election of Directors	FOR each nominee
Item 2	Advisory Vote to Approve Executive Compensation (Say-on-Pay)	FOR
Item 3	Ratification of Selection of Independent Registered Public Accounting Firm	FOR

Director Nominees

Name/Age*	Independent	Director Since	Occupation/Career Highlights	Committee Membership
Leroy T. Barnes Jr., 66	Yes	2005	Retired, Vice President and Treasurer, PG&E Corp.	Audit Retirement Plan (Chair)
Peter C.B. Bynoe, 67	Yes	2007	Managing Director, Equity Group Investments	Compensation Nom. and Corp. Gov. (Chair)
Diana S. Ferguson, 54	Yes	2014	Principal, Scarlett Investments, LLC	Audit Compensation
Edward Fraioli, 71	Yes	2010	Retired, Partner, Ernst & Young	Audit (Chair) Retirement Plan
Daniel J. McCarthy, 53	No	2014	President and CEO, Frontier Communications	
Pamela D.A. Reeve (Chairman), 68	Yes	2010	Retired, President and CEO, Lightbridge, Inc.	
Virginia P. Ruesterholz, 56	Yes	2013	Retired, Executive Vice President, Verizon Communications	Compensation (Chair)

				Retirement Plan
Howard L. Schrott, 63	Yes	2005	Principal, Schrott Consulting	Audit Nom. and Corp. Gov.
Mark Shapiro, 48	Yes	2010	Co-President, WME/IMG	Retirement Plan

* Age is as of the date of the Annual Meeting.
Mr. Wick, who has served on the Board since 2005, is not standing for re-election at our Annual Meeting.

All of our directors attended over 75% of the meetings of the Board and committees

on which they served in 2017.

Table of Contents

Board Characteristics

We believe that diversity in its many forms, and the breadth of perspective that it brings, enhances the effectiveness of the Board.

Corporate Governance Highlights

The Board is committed to exercising good corporate governance practices. This includes:

- All independent directors (except our CEO)
- An independent Chairman of the Board with extensive duties
- Each standing committee composed exclusively of independent directors
- Annual elections of all directors (not a staggered Board)
- Frequent executive sessions of independent directors
- Majority voting for our director elections
- Stock ownership guidelines for executive officers and non-management directors
- Annual Board and committee self-evaluations
- A robust clawback policy

2017 Review

2017 was a period of immense change and development for Frontier Communications. We ended the year in a much stronger position than we started, and in 2018 we are poised to achieve further improvements, most notably in California, Texas, and Florida (CTF). These markets have leading-edge, fiber-to-the-home networks that enable best-in-class broadband, video and other communications services for consumers and businesses.

In 2017, we systematically addressed performance issues in CTF that negatively affected revenue, profitability, and our stock price. We achieved steady improvements in Frontier FiOS® customer trends. We also made the decision to suspend the common dividend effective with the first quarter of 2018. This action will free up $250 million of additional cash annually, following the conversion of the company s mandatory convertible preferred stock in June 2018, to accelerate debt reduction.

We still have substantial work ahead, but we remain fully committed to increasing shareholder value.

Executive Compensation

Our Compensation Committee sets executive compensation each year based upon the following philosophy:

Establish clear alignment between the interests of our executives and those of our stockholders by rewarding performance measured by key financial metrics, strategic objectives and relative total stockholder return, and through the use of equity awards as a significant component of annual compensation.

Reinforce our performance culture for our Named Executive Officers (NEOs) by making a majority of their compensation at risk, i.e., contingent upon achievement of specified company and individual performance goals.

Hire and retain talented executives by having a compensation program that is competitive in relation to comparable companies based on size, overall complexity and the nature of our business.

Ensure company goals are fully aligned throughout the organization. Each year, we establish company-wide goals to achieve Frontier s business plan for the year. Our NEOs are compensated to the extent they are successful in leading Frontier to achieve these goals for each year.

In light of the challenges we faced in 2017 and the resulting decline in the price of our common stock, Frontier paid no annual cash bonuses for 2017 performance. The Compensation Committee elected to grant executives restricted stock awards, performance share awards and performance cash awards (but not as replacement for the annual cash bonus). We believe that these awards tie the interests of our executives and our stockholders.

For additional information about our executive compensation practices, see Compensation Discussion and Analysis.

Frontier believes that our compensation program is a sound reflection of our compensation philosophy

and, as such, our Board recommends that stockholders vote FOR our 2018 Say-On-Pay proposal.

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Why did I receive these proxy materials?

This Proxy Statement is being furnished to you in connection with the Board s solicitation of proxies to be voted at our 2018 Annual Meeting of Stockholders, which is being held on May 9, 2018, at 10:00 a.m., Eastern Time, via the internet at *www.virtualshareholdermeeting.com/FTR2018*, and at any adjournments thereof (the Annual Meeting).

What is included in our proxy materials?

Our proxy materials, which are available on the Investor Relations page of our website, *www.frontier.com*, include:

- Our Notice of Annual Meeting of Stockholders;
- Our Proxy Statement; and
- Our 2017 Annual Report to Stockholders.

If you received printed versions of these materials by mail (rather than through electronic delivery), these materials also included a proxy card or voting instruction form.

The information on our website is not incorporated herein by reference.

How is Frontier distributing proxy materials?

Under rules adopted by the Securities and Exchange Commission (the SEC), we have elected to furnish the proxy materials to many of our stockholders via the Internet. On or about March 27, 2018, we began mailing to holders of our common stock (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability of Proxy Materials. If you received the Notice, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice instructs you on how to access and review all of the important information contained in the proxy materials. The Notice also instructs you on how you may submit your proxy via the Internet. Stockholders who do not receive the Notice will continue to receive either a paper or electronic copy of our Proxy Statement and 2017 Annual Report, which will be sent on or about March 27, 2018.

If you received a Notice by mail and would like to receive a copy of our proxy materials, follow the instructions (contained in the Notice) regarding how you may request to receive your materials electronically or in printed form on a one-time or ongoing basis. We encourage you to receive all future proxy materials electronically to help us save printing costs and postage fees, as well as natural resources in producing and distributing these materials. If you wish to receive these materials electronically next year, please follow the instructions on the proxy card or on the Investor Relations page of our website, *www.frontier.com*.

Requests for printed copies of the proxy materials can be made via the Internet at *www.proxyvote.com*, by telephone at 1-800-579-1639 (or, for callers without touch-tone phones, 1-866-232-3037) or by email at sendmaterial@proxyvote.com by sending a blank email with your control number (the 12 digit identifying number in the box on the Notice) in the subject line.

Table of Contents

What matters will be voted on at the Annual Meeting?

The following matters are scheduled for vote by stockholders at the Annual Meeting:

1 Elect the 9 nominees named in this Proxy Statement to serve as directors

2 Approve, on an advisory basis, Frontier s executive compensation

3 Ratify the selection of KPMG LLP as Frontier s independent registered public accounting firm for 2018

4 Transact any other business that may properly be brought at the Annual Meeting or any adjournment or postponement thereof

Who can vote at our Annual Meeting?

You can vote your shares of common stock at our Annual Meeting if you were a stockholder at the close of business on March 12, 2018, the record date for our Annual Meeting. As of March 12, 2018, there were 78,317,891 shares of common stock outstanding, with each share entitled to one vote.

How can I participate in the Annual Meeting?

We are excited to invite stockholders to participate in the Annual Meeting virtually via the internet at *www.virtualshareholdermeeting.com/FTR2018*. We believe hosting a virtual meeting will promote greater stockholder attendance, by enabling stockholders that might not otherwise be able to travel to a physical meeting to attend online, while also reducing the costs of the annual meeting.

We are committed to enhancing the stockholder experience at the annual meeting. We have engaged Broadridge Financial Solutions to host the virtual annual meeting. On the date of the Annual Meeting, Broadridge Financial Solutions will be available via telephone at 1-855-449-0991 to answer your questions regarding how to participate in the Annual Meeting virtually via the internet. On the day of the annual meeting, Broadridge Financial Solutions will open the portal in advance of the meeting so that you may have time prior to the meeting to submit questions you may have for the Company. In order to vote or submit a question, you will need to follow the instructions posted at *www.virtualshareholdermeeting.com/FTR2018* and will need the control number provided on your Notice, proxy card or voting instructions. In addition, you may submit questions in advance of the meeting at *www.proxyvote.com*.

What is the quorum requirement for our Annual Meeting?

Holders of a majority of the outstanding shares of common stock entitled to vote must be present or represented by proxy in order for action to be taken at the Annual Meeting. Abstentions and broker non-votes are treated as present for quorum purposes.

How do I vote my shares?

	If you are a stockholder of record	If you hold your shares in street name
By Internet*	www.proxyvote.com	www.proxyvote.com
By Telephone*	1-800-690-6903	If your shares are held of record in the name of a bank, broker or other nominee, follow the voting instructions on the form you receive from your record holder. The availability of Internet and telephone voting will depend on their voting procedures.
By Mail	Return a properly executed and dated proxy card in the pre-paid envelope we have provided.	
During the Annual Meeting	To vote virtually via the internet at the meeting, please follow the instructions posted at www.virtualshareholdermeeting.com/ FTR2018. All proxy cards and ballots must be received by the independent inspector before the polls close at the meeting.	To vote virtually via the internet at the meeting, please follow the instructions posted at www.virtualshareholdermeeting.com/FTR2018. All proxy cards and ballots must be received by the independent inspector before the polls close at the meeting.

*Internet and telephone voting procedures are designed to authenticate stockholder identities, to allow stockholders to give voting instructions and to confirm that stockholders instructions have been recorded properly. A control number, located on the Notice and proxy card, will identify stockholders and allow them to vote their shares and confirm that their voting instructions have been properly recorded. Stockholders voting via the Internet or telephone should understand that there may be costs associated with voting via the Internet or telephone, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder.

If a stockholder neither returns a signed proxy card, votes via the Internet or by telephone, nor participates in the Annual Meeting and votes via the internet, his or her shares will not be voted.

Can I change my mind after I have voted?

You can revoke your proxy at any time before the Annual Meeting by giving written notice of revocation to our Secretary, at our address stated on the cover page of this Proxy Statement, by executing and delivering a later-dated proxy, either in writing, by telephone or via the Internet, or by participating in the Annual Meeting and voting virtually via the internet at www.virtualshareholdermeeting.com/FTR2018. Participation in the Annual Meeting will not alone constitute revocation of a proxy.

Do I hold my shares as a registered stockholder or in street name?

If your shares of common stock are owned directly in your name, as shown in the records of our transfer agent, Computershare Investor Services, you are considered a registered holder of those shares.

If your shares of common stock are held by a broker, bank or other nominee, you hold those shares in street name. Your broker, bank or other nominee will vote your shares as you direct.

If I hold my shares in street name, does my broker need instructions in order to vote my shares?

If you hold shares of common stock in street name and you do not submit specific voting instructions to your broker, bank or other nominee, how your shares may be voted will depend on the type of proposal. Brokers, banks and other nominees generally will have discretion to vote your shares on routine matters, but will not have discretion to vote your

shares on non-routine matters. When the broker, bank or other nominee is unable to vote on a proposal because the proposal is not routine and you do not provide voting instructions, a broker non-vote occurs and, as a result, your shares will not be voted on these proposals.

The ratification of the appointment of KPMG LLP as our independent registered public accountant for 2018 (Proposal No. 3) is considered routine under applicable rules. Your broker, bank or other nominee may vote in their discretion without instruction from you.

All other matters to be voted on at the Annual Meeting are considered non-routine under applicable rules. Your broker, bank or other nominee will not be able to vote without instruction from you.

If I hold my shares as a registered stockholder but do not give specific voting instructions, how will my shares be voted?

If you sign, date and return a proxy card but do not give specific voting instructions, then the proxy holders will vote your shares in the manner recommended by our Board on all matters presented in this Proxy Statement, and the proxy holders may determine in their discretion how to vote your shares on any other matters properly presented for a vote at our Annual Meeting. Although our Board does not anticipate that any of the director nominees will be unable to stand for election as a director nominee at our Annual Meeting, if this occurs, proxies will be voted in favor of such other person or persons as may be nominated by our Board.

What vote is required for adoption or approval of each matter to be voted on, and how does the Board recommend that I vote?

Proposal	Vote Required	Board Recommendation
Election of Directors	Majority of the shares present in person or represented by proxy (for each director nominee)	FOR all nominees Unless a contrary choice is specified, proxies received by our Board will be voted FOR the election of our director nominees
Advisory Vote to Approve Executive Compensation (Say-on-Pay)	Majority of the shares present in person or represented by proxy	FOR Unless a contrary choice is specified, proxies received by our Board will be voted FOR the proposal
Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2018	Majority of the shares present in person or represented by proxy	FOR Unless a contrary choice is specified, proxies received by our Board will be voted FOR the ratification of the appointment

We have adopted a policy under which, in non-contested elections, if a director fails to win a majority of votes, the director must immediately tender his or her resignation from the Board, and the Board then decides at its next regularly scheduled meeting, through a process managed by the Nominating and Corporate Governance Committee and excluding the nominee in question, whether to accept the resignation.

Table of Contents

What are my choices for casting my vote on each matter to be voted on?

Proposal	Voting Options	Effect of Abstentions	Broker Discretionary Voting Allowed?	Effect of Broker Non-Votes
Election of Directors	FOR, AGAINST OR ABSTAIN (for each director nominee)	Treated as a vote AGAINST the nominee	No	No effect
Advisory Vote to Approve Executive Compensation (Say-on-Pay)	FOR, AGAINST OR ABSTAIN	Treated as a vote AGAINST the proposal	No	No effect
Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2018	FOR, AGAINST OR ABSTAIN	Treated as a vote AGAINST the proposal	Yes	Not applicable

What is Householding ?

We have adopted a procedure approved by the SEC called householding. Under this procedure, stockholders of record who have the same address and last name will receive only one copy of our Proxy Statement and Annual Report unless one or more of these stockholders notifies us that they wish to continue receiving individual copies. This procedure will reduce our printing costs and postage fees. Stockholders who participate in householding will continue to receive separate proxy cards. Householding will not in any way affect dividend check mailings.

If your household received a single set of proxy materials, but you would prefer to receive a separate copy of this Proxy Statement and Annual Report, please contact our transfer agent, Computershare Investor Services (in writing: P.O. Box 43078, Providence, RI 02940-3078; or by telephone: in the U.S., Puerto Rico and Canada, 1-877-770-0496; outside the U.S., Puerto Rico and Canada, 1-781-575-2382).

Stockholders who hold their shares in street name can request information about householding from their banks, brokers or other nominees.

Who bears the cost of soliciting votes for the Annual Meeting?

We will bear the costs of solicitation of proxies for the Annual Meeting. In addition to solicitation by mail, directors, officers and our regular employees may solicit proxies from stockholders by telephone, personal interview or otherwise. These directors, officers and employees will not receive additional compensation, but may be reimbursed for out-of-pocket expenses in connection with this solicitation. In addition to solicitation by our directors, officers and employees, we have engaged Innisfree M&A Incorporated to assist in the solicitation of proxies and provide related advice and informational support, for a base fee of $15,000, plus customary disbursements. Banks, brokers, other nominees, fiduciaries and other custodians have been requested, with respect to shares of record held by them, to forward soliciting material to the beneficial owners of common stock, and these custodians will be reimbursed for their reasonable expenses.

Table of Contents

How do I contact the Transfer Agent?

Our transfer agent is Computershare Investor Services. You should contact the transfer agent, at the phone number or addresses listed below, if you have questions concerning stock certificates, dividend checks, transfer of ownership or other matters pertaining to your stock account.

If by First Class Mail:

Computershare Investor Services

P.O. Box 43078

Providence, RI 02940-3078

If by Overnight Courier:

Computershare Investor Services

250 Royall Street

Canton, MA 02021-1011

website: *www.computershare.com/investor*

Telephone: (877) 770-0496 (in the U.S., Puerto Rico and Canada)

or (781) 575-2382 (outside the U.S., Puerto Rico and Canada)

OWNERSHIP OF COMMON STOCK

Set forth below is certain information with respect to the beneficial ownership of our common stock (as determined under the rules of the SEC) by (1) each person who, to our knowledge, is the beneficial owner of more than 5% of our outstanding shares of common stock, which is our only class of voting securities, (2) each director and nominee for director, (3) each of the executive officers named in the Summary Compensation Table under Executive Compensation and (4) all of our directors and executive officers as a group. The information is as of March 12, 2018 unless otherwise indicated. The business address of each person listed is c/o Frontier Communications Corporation, 401 Merritt 7, Norwalk, Connecticut 06851, unless stated otherwise. Except as otherwise described below, each of the persons named in the table has sole voting and investment power with respect to the common stock beneficially owned and has not pledged such common stock as security for any obligations.

5% Beneficial Owners	Number of Shares and Nature of Beneficial Ownership	Percent of Class
BlackRock, Inc.[(a)]	15,219,684	19.4%
The Vanguard Group[(b)]	10,263,864	13.1%

Non-Employee Directors & Director Nominees	Number of Shares and Nature of Beneficial Ownership	Percent of Class
Leroy T. Barnes Jr.	28,065.22[(c)]	*
Peter C.B. Bynoe	27,474.90[(d)]	*
Diana S. Ferguson	15,189.14[(e)]	*
Edward Fraioli	29,133.33[(f)]	*
Pamela D.A. Reeve	33,658.49[(g)]	*
Virginia P. Ruesterholz	21,085.02[(h)]	*
Howard L. Schrott	31,688.04[(i)]	*
Mark Shapiro	34,578.29[(j)]	*
Myron A. Wick, III	38,046.22 [(k)]	*

Named Executive Officers and Directors & Executive Officers as a Group	Number of Shares and Nature of Beneficial Ownership	Percent of Class
Kenneth W. Arndt	134,930[(l)]	*
Steve Gable	158,693[(m)]	*
John L. Lass	130,503[(n)]	*
R. Perley McBride	250,323[(o)]	*
Daniel J. McCarthy	617,565[(p)]	*
Cecilia K. McKenney	91,856[(q)]	*
All directors and executive officers as a group (16 persons)	1,811,277.64 [(r)]	2.3%

* Less than 1%.

(a) The number of shares is as of December 31, 2017 and based on a Schedule 13G filed on January 9, 2018 by BlackRock, Inc. The business address of this beneficial owner is 55 East 52nd Street, New York, NY 10055. Such Schedule 13G discloses that BlackRock, Inc. has sole voting power over 14,970,822 shares and sole dispositive power over 15,219,684 shares and that the shares beneficially owned by BlackRock, Inc. are held by subsidiaries of BlackRock, Inc.

(b) The number of shares is as of December 31, 2017 and based on a Schedule 13G filed on February 9, 2018 by The Vanguard Group, Inc. The business address of this beneficial owner is 100 Vanguard Blvd., Malvern, PA 19355. Such Schedule 13G discloses that The Vanguard Group, Inc. has sole voting power over 86,357 shares, shared voting power over 8,999 shares, sole dispositive power over 10,174,023 shares and shared dispositive power over 89,841 shares and that, of the shares beneficially owned by The Vanguard Group, Inc., 95,356 shares are held by wholly-owned subsidiaries of The Vanguard Group, Inc.

(c) Consists of 27,507.22 shares that may be acquired upon the redemption of stock units and 558 shares held by family trust. Directors may elect to redeem stock units upon termination of service in the form of cash or shares of our common stock. See Director Compensation, below.

(d) Includes 27,218.90 shares that may be acquired upon the redemption of stock units.

(e) Consists of 15,189.14 shares that may be acquired upon the redemption of stock units.

(f) Includes 666.67 shares that may be acquired upon the exercise of currently exercisable stock options and 27,133.66 shares that may be acquired upon the redemption of stock units.

(g) Includes 32,992.49 shares that may be acquired upon the redemption of stock units.

(h) Consists of 21,085.02 shares that may be acquired upon the redemption of stock units.

(i) Includes 31,355.04 shares that may be acquired upon the redemption of stock units.

(j) Includes 666.67 shares that may be acquired upon the exercise of currently exercisable stock options, 23,232.62 shares that may be acquired upon the redemption of stock units and 3,999 shares that may be acquired upon the conversion of Series A Mandatory Convertible Preferred Stock (assuming the maximum conversion rate).

(k) Consists of 35,380.22 shares that may be acquired upon the redemption of stock units and 2,666 shares held by family trusts. As previously disclosed, Mr. Wick will not stand for re-election at the Annual Meeting.

(l) Includes 118,110 restricted shares over which Mr. Arndt has sole voting power but no dispositive power.

(m) Includes 143,828 restricted shares over which Mr. Gable has sole voting power but no dispositive power.

(n) Includes 104,402 restricted shares over which Mr. Lass has sole voting power but no dispositive power.

(o) Includes 239,787 restricted shares over which Mr. McBride has sole voting power but no dispositive power.

(p) Includes 503,558 restricted shares over which Mr. McCarthy has sole voting power but no dispositive power and 1,259 shares held in a 401(k) plan.

(q) Based on a Form 4 filed by Ms. McKenney on February 27, 2017. Ms. McKenney s employment with the Company ended on June 30, 2017.

(r) Includes 1,381,561 restricted shares over which executive officers have sole voting power but no dispositive power, 1,333.33 shares that may be acquired pursuant to the exercise of currently exercisable stock options by independent directors, 242,427.64 shares that may be acquired upon the redemption of stock units by independent directors and 5,332 shares that may be acquired by an independent director and executive officer upon the conversion of Series A Mandatory Convertible Preferred Stock (assuming the maximum conversion rate).

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors and officers, and persons who beneficially own more than 10% of our common stock, to file reports of ownership and changes in ownership with the SEC. Such directors, officers and greater than 10% stockholders are also required to furnish us with copies of all such filed reports.

Based solely upon a review of the copies of such reports furnished to us, or representations that no reports were required, we believe that during the year ended December 31, 2017, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis.

PROPOSAL 1: ELECTION OF DIRECTORS

Election Process

Each director is elected at the annual stockholder meeting to hold office until the next annual stockholder meeting or until his or her successor has been elected and qualified. Directors are elected by a majority of the votes of the holders of shares of common stock present in person or represented by proxy at the meeting and entitled to vote at the meeting.

If any of the Board s nominees becomes unavailable prior to the Annual Meeting to serve as a director, the Board may select a replacement nominee or reduce the number of directors to be elected. The proxy holders will vote the shares for which they serve as proxy for any replacement candidate nominated by the Board.

Nominations

Our Nominating and Corporate Governance Committee evaluates and recommends to the Board candidates for nomination to the Board in accordance with our Corporate Governance Guidelines and membership guidelines adopted by our Board described under Director Qualifications, below.

Stockholders may propose director candidates for consideration by the Nominating and Corporate Governance Committee. Any such recommendation should include the nominee s name and qualifications for membership on the Board and should be directed to our Secretary at the address of our principal executive offices. To nominate an individual for election at an annual stockholder meeting, the stockholder must give timely notice to our Secretary in accordance with our bylaws, which, in general, require that notice be received by our Secretary not less than 90 days nor more than 120 days before the anniversary date of the immediately prior annual stockholders meeting, unless the annual meeting is moved by more than 30 days before or after the anniversary of the prior year s annual meeting, in which case the notice must be received not less than a reasonable time, as determined by our Board, prior to the printing and mailing of proxy materials for the applicable annual meeting. The notice should include a description of the qualifications of the suggested nominee and any information that is required by the regulations of the SEC concerning the suggested nominee and his or her direct or indirect securities holdings or other interests in Frontier. See Proposals by Stockholders for the deadline for nominating persons for election as directors for the 2019 annual meeting of stockholders.

Decisions regarding the renomination of directors are made by the Board, upon the recommendation of the Nominating and Corporate Governance Committee, which annually evaluates each director s performance and contribution to the Board. Under our Corporate Governance Guidelines, a non-employee director will not ordinarily be renominated if he or she has served on the Board for 15 years, but the Nominating and Corporate Governance Committee may recommend to the Board for renomination a director regardless of the length of his or her service if, in the judgment of the Nominating and Corporate Governance Committee, such renomination is in the best interests of Frontier and our stockholders.

Director Qualifications

Each candidate for nomination as a director, including each person recommended by stockholders, is evaluated in accordance with our Corporate Governance Guidelines and additional guidelines adopted by our Board. The additional guidelines set forth specific characteristics that each nominee must possess, set forth below.

A reputation for integrity, honesty, fairness, responsibility, good judgment and high ethical standards.

Broad experience at a senior, policy-making level in business, government, education, technology or public interest.

The ability to provide insights and practical wisdom based on the nominee s experience and expertise.

An understanding of a basic financial statement.

Comprehension of the role of a public company director, particularly the fiduciary obligation owed to Frontier and our stockholders.

Commitment to understanding Frontier and its industry and to spending the time necessary to function effectively as a director.

An absence of a conflict of interest (or appearance of a conflict of interest) that will impair the nominee s ability to fulfill his or her responsibilities as a director.

Table of Contents

Under the additional guidelines, the Nominating and Corporate Governance Committee also evaluates whether the background and qualifications of the directors, as a group, is diverse, and whether each individual nominee possesses a depth of experience, knowledge and ability that will enable him or her to assist the other directors in fulfilling the Board s responsibilities to Frontier and our stockholders. Each nominee must also be willing to commit that he or she will comply with our director stock ownership guidelines.

In addition, a nominee should be independent, as defined by the SEC and the Nasdaq Listing Rules. To the extent permitted by applicable law and our bylaws, nominees who do not qualify as independent may be nominated when, in the opinion of the Nominating and Corporate Governance Committee, such action is in the best interests of Frontier and our stockholders.

Although we do not have a formal policy regarding Board diversity, when evaluating candidates for nomination as a director, the Nominating and Corporate Governance Committee does consider diversity in its many forms, including among others, experience, skills, ethnicity, race and gender. We believe a diverse Board, as so defined, provides for different points of view and robust debate and enhances the effectiveness of the Board. Currently, the Board includes one or more current and/or former CEOs, CFOs, investment bankers, experts in communications, marketing and strategy, auditors and individuals of different race, gender, ethnicity and background.

In the interest of promoting diversity and new perspectives on the Board, the Board has adopted a policy pursuant to which one long-standing director will elect not to stand for re-election at the Annual Meeting. This began at the 2017 Annual Meeting when Ms. Larraine Segil, who had served on the Board since 2005, elected not to stand for re-election at the 2017 Annual Meeting. Mr. Wick, a Board member since 2005, has elected not to stand for re-election at the 2018 Annual Meeting, and, assuming Mr. Barnes is re-elected at this year s meeting, the Board expects Mr. Barnes, a Board member since 2005, not to stand for re-election at the 2019 Annual Meeting. Further, the Board has engaged an executive search firm to help it identify, evaluate and recruit potential director candidates.

Director Nominees

At the Annual Meeting, nine nominees are to be elected and each will hold office until the next annual stockholder meeting or until his or her successor has been elected and qualified. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, has nominated the nine individuals listed below, each of whom is currently serving as a director. Each nominee has agreed to be named in this Proxy Statement and to serve if elected.

As previously disclosed, Mr. Wick will not seek re-election at the Annual Meeting. Mr. Wick has served on the Board since 2005, and Frontier thanks Mr. Wick for his many years of dedication and service to the Company.

The Board unanimously recommends that you vote FOR the election of the following director nominees:

Leroy T. Barnes Jr.

Age: 66

Independent Director

Director Since:

Background

Prior to his retirement, Mr. Barnes was Vice President and Treasurer of PG&E Corp., a holding company for energy-based businesses (2001 to 2005), and Vice President and Treasurer of Gap Inc., a clothing retailer (1997 to 2001). Before joining Gap, he held various executive positions with Pacific Telesis Group/SBC Communications, a Regional Bell Operating Company.

May 2005

Board Committees:

Audit

Retirement Plan (Chair)

Qualifications

Mr. Barnes experience as an executive at PG&E, Gap and Pacific Telesis, as well as his service on the boards of other public companies, allows him to contribute valuable insight in the areas of corporate finance and risk management.

Other Directorships

The McClatchy Company

Principal Funds, Inc. (three investment company directorships)

Past Directorships

Herbalife Ltd. (December 2004 to February 2015)

Table of Contents

Peter C.B. Bynoe

Age: 67

Independent Director

Director Since:

October 2007

Board Committees:

Compensation

Nominating and Corporate Governance (Chair)

Background

Mr. Bynoe is a Managing Director of Equity Group Investments, a private investment fund. Prior to joining Equity Group Investments in October 2014, Mr. Bynoe served as Chief Executive Officer of Rewards Network, Inc., a merchant cash advance and marketing services company (September 2013 to October 2014), and in multiple capacities, including as a partner, with Loop Capital Markets LLP, an investment bank (February 2009 to September 2013). In addition, Mr. Bynoe was associated with the international law firm DLA Piper US LLP from March 1995 to December 2016. He is also Chairman of Telemat Ltd., a business consulting firm he founded in 1982.

Qualifications

Mr. Bynoe provides the Board with extensive business, legal and public policy expertise. Mr. Bynoe has experience serving on the boards of other public companies, including as a nominating and governance committee member and chair, and as a compensation committee member and chair.

Other Directorships

Covanta Holding Corporation Real Industry, Inc.

Diana S. Ferguson

Age: 54

Independent Director

Director Since:

October 2014

Board Committees:

Audit

Compensation

Background

Ms. Ferguson has been Principal of Scarlett Investments, LLC, a firm that invests in and advises middle market businesses, since August 2013. Ms. Ferguson served as Chief Financial Officer of the Chicago Board of Education (February 2010 to May 2011) and as Senior Vice President and Chief Financial Officer of The Folgers Coffee Company, a maker of coffee products (April 2008 to November 2008), until Folgers was sold in 2008. Prior to joining Folgers, Ms. Ferguson was Executive Vice President and Chief Financial Officer of Merisant Worldwide, Inc., a maker of table-top sweeteners and sweetened food products (April 2007 to March 2008). Ms. Ferguson also served as Chief Financial Officer of Sara Lee Foodservice, a division of Sara Lee Corporation (June 2006 to March 2007), and in a number of leadership positions at Sara Lee Corporation including Senior Vice President of Strategy and Corporate Development and Treasurer.

Qualifications

Ms. Ferguson s broad experience and executive leadership allow her to provide the Board with valuable perspectives on financial, corporate and strategic matters.

Past Directorships

TreeHouse Foods, Inc. (2008 2016)

Table of Contents

Edward Fraioli

Age: 71

Independent Director

Director Since:

July 2010

Board Committees:

Audit (Chair)

Retirement Plan

Background

Mr. Fraioli currently acts as a business consultant, which he has done since his retirement in July 2010. Prior to his retirement, Mr. Fraioli was a partner at Ernst & Young, a public accounting firm, since 1983. During his tenure at Ernst & Young, he served as Professional Practice Director for Ernst & Young s Private Equity practice (2008 to July 2010), Global Vice Chairman for Independence Matters within Global Quality and Risk Management (2005 to 2008) and as lead audit partner on a number of public and global companies.

Qualifications

Mr. Fraioli s over 35 years of accounting and business experience at Ernst & Young provide the Board with substantial expertise in the areas of public accounting, risk management and corporate finance.

Daniel J. McCarthy

Age: 53

Director Since:

May 2014

Background

Mr. McCarthy is the President and Chief Executive Officer of Frontier Communications Corporation and has been with Frontier since December 1990. Prior to becoming President and Chief Executive Officer in April 2015, Mr. McCarthy held other positions of responsibility at Frontier, including President and Chief Operating Officer (April 2012 to April 2015), Executive Vice President and Chief Operating Officer (January 2006 to April 2012) and Senior Vice President, Field Operations (December 2004 to December 2005). Mr. McCarthy serves as a Trustee of Sacred Heart University in Fairfield, Connecticut for the Diocese of Bridgeport, Connecticut. He is a member of the Board of Directors of the Western Connecticut Health Network, the Board of Directors of the Business Council of Fairfield County, and a member of the Business Roundtable.

Qualifications

Mr. McCarthy has been with Frontier for over 25 years in positions of increasing responsibility and as such he is able to provide the Board with critical insight into our business, operations, history, industry and strategic opportunities.

Other Directorships

Constellation Brands, Inc.

Table of Contents

Pamela D.A. Reeve

(Chairman)

Age: 68

Independent Director

Director Since:

July 2010

Background

From November 1989 to August 2004, Ms. Reeve held various executive positions, including President and Chief Executive Officer, and was a director at Lightbridge, Inc., a global provider of mobile business software and technology solutions. Prior to joining Lightbridge, Ms. Reeve spent 11 years as a consultant and in a series of executive positions at the Boston Consulting Group, Inc.

Qualifications

Ms. Reeve provides the Board with leadership, operational and financial expertise, particularly in the communications and technologies industries. In addition, her experience on the boards of other public companies provides the Board with important perspectives on corporate governance and risk management.

Other Directorships

American Tower Corporation Sonus Networks, Inc.

Past Directorships

LiveWire Mobile, Inc. (1997 to November 2009)

Virginia P. Ruesterholz

Age: 56

Independent Director

Director Since:

Background

During her 28 year career with Verizon Communications, a broadband and telecommunications company, and its predecessors, Ms. Ruesterholz held various executive positions, including Executive Vice President of Verizon Communications (January to July 2012) and President of Verizon Services Operations (2009 to 2011). Earlier she served as President of Verizon Telecom, President of Verizon Partner Solutions and President of Verizon Wholesale Markets. She also serves as Chairman of the Board of Trustees of Stevens Institute of Technology.

Qualifications

August 2013

Board Committee:

Compensation (Chair)

Retirement Plan

Through her substantial experience as a senior executive at Verizon, Ms. Ruesterholz provides the Board with valuable knowledge of the telecommunications industry, large scale operations, risk management and information technology.

Other Directorships

The Hartford Financial Services Group, Inc.

Bed, Bath & Beyond

Howard L. Schrott

Age: 63

Independent Director

Director Since:

July 2005

Board Committees:

Audit

Nominating and

Corporate Governance

Background

Mr. Schrott is a Principal in Schrott Consulting, a management consulting firm servicing broadcasting, telecommunications and technology companies which he founded in February 2006. Prior to founding Schrott Consulting, he was Chief Financial Officer of the Liberty Corporation, a television broadcaster, from 2001 until Liberty s sale in February 2006. Mr. Schrott also serves as a Trustee of Butler University, a Governor of the Indianapolis Museum of Art and on the Board of Directors of Metropolitan Indianapolis Public Media, Inc.

Qualifications

Mr. Schrott provides the Board with an extensive understanding of the telecommunications industry. In addition, his experience in executive and director roles provides the Board with important knowledge of financial and operational matters.

Past Directorships

Media General, Inc. (November 2013 to December 2014) Time Warner Telecom Holdings Inc. (2004 to 2006)

Mark Shapiro

Age: 48

Independent Director

Director Since:

July 2010

Board Committee:

Retirement Plan

Background

Mr. Shapiro is the Co-President of WME/IMG, a global leader in sports, fashion, entertainment and media. Prior to joining WME/IMG in September 2014, he served as Chief Executive Officer and an Executive Producer of Dick Clark Productions, an independent producer of television programming (May 2010 to September 2014), and as a Director, President and Chief Executive Officer of Six Flags, Inc., a family-oriented entertainment company (December 2005 to May 2010). Prior to joining Six Flags, Mr. Shapiro spent 12 years at ESPN, Inc., where he served in various capacities, including Executive Vice President, Programming and Production.

Qualifications

Mr. Shapiro provides the Board with valuable knowledge of operations, strategy and consumer services. His experience as a senior-level executive at WME/IMG, Dick Clark Productions and Six Flags provides him with important perspectives on content creation, marketing and branding.

Other Directorships

Live Nation Entertainment, Inc.

Equity Residential

Papa John s International, Inc.

Mr. Wick, who has served on the Frontier Board since 2005, is not standing for re-election at the Annual Meeting.

Table of Contents

DIRECTOR COMPENSATION

Frontier uses cash and stock-based compensation to attract and retain qualified non-employee members of our Board. Mr. McCarthy, the only employee director, receives no remuneration for service as a member of our Board.

Annual Retainer and Stipend   Paid in Cash or Stock Units

Each non-employee director is paid an annual $95,000 retainer. The Chairman of the Board is also paid an annual stipend of $175,000, 45% in cash and 55% in stock units, and each committee chair is paid a stipend ($25,000 for the Audit Committee, $20,000 for the Compensation Committee, $15,000 for the Retirement Plan Committee and $15,000 for the Nominating and Corporate Governance Committee).

Directors may elect, by December 31 of the prior year, whether to receive the retainer and stipend, if any, in cash or stock units. Directors are also entitled to reimbursement for reasonable expenses they incur in connection with Board meetings they attend in person. The annual retainer is payable in advance in equal quarterly installments on the first business day of each quarter. Stipends are payable in arrears in equal quarterly installments on the last business day of each quarter.

Annual Fee   Paid in Stock Units

Non-employee directors receive additional compensation in the form of stock units. In 2017, each non-employee director received a $120,000 fee in the form of stock units. Stock units for fees are earned quarterly and credited to the director s account on the last business day of the quarter in which the fees are earned.

The number of stock units credited equals the amount of the retainer, stipend or fee (as appropriate) divided by the closing price of our common stock on the credit date of the stock units. We hold all stock units until a director s termination of service, at which time the units are redeemable, at the director s election, in either cash or in shares of our common stock.

The following table sets forth compensation information earned for 2017 by each non-employee director.

Name	Director Compensation Paid in Cash ($)	Stock Unit Awards ($ value)[1]	Total ($)
Leroy T. Barnes Jr.	$ 110,000	$ 120,000	$ 230,000
Peter C.B. Bynoe	$ 110,000	$ 120,000	$ 230,000
Diana S. Ferguson	$ 95,000	$ 120,000	$ 215,000
Edward Fraioli	$ 95,000	$ 145,000	$ 240,000
Pamela D.A. Reeve	$ 173,750	$ 216,250	$ 390,000
Virginia P. Ruesterholz	$ 115,000	$ 120,000	$ 235,000
Howard L. Schrott	$ 95,000	$ 120,000	$ 215,000
Larraine D. Segil[(2)]	$ 23,750	$ 60,000	$ 83,750
Mark Shapiro	$ 95,000	$ 120,000	$ 215,000
Myron A. Wick, III	$ 95,000	$ 120,000	$ 215,000

(1) The amounts shown in this column represent the grant date fair value in accordance with Financial Accounting Standards Board ASC Topic 718 of the stock units granted to directors in 2017. For a discussion of valuation assumptions, see Note 11 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017. Dividends are paid on stock units held by directors at the same rate and at the same time as we pay dividends on shares of our common stock. No above-market or preferential dividends were paid with respect to any stock units. Dividends on stock units are paid in the form of additional stock units.

(2) Departed the Board after not standing for reelection at the 2017 Annual Meeting.

At December 31, 2017, Mr. Fraioli and Mr. Shapiro each held 666.67 stock options. Such stock options were granted with an exercise price equal to the closing price of our common stock on the date each director was elected to the Board. The options became exercisable six months after the grant date and expire on the tenth anniversary of the grant date or, if earlier, on the first anniversary of the director s termination of service. Since October 2010, directors are no longer eligible to receive stock option grants upon joining the Board.

In addition, our bylaws require us to indemnify our directors and officers to the fullest extent permitted by law, so that they may be free from undue concern about personal liability in connection with their service to the Company. We have also entered into indemnification agreements with our directors and officers that provide similar indemnification rights.

CORPORATE GOVERNANCE

We maintain corporate governance policies and practices that reflect what the Board believes provide appropriate oversight, leadership and independence as well as those required by the Sarbanes-Oxley Act of 2002 and the rules of the SEC and the Nasdaq Stock Market (Nasdaq), on which our common stock is listed. A copy of our Corporate Governance Guidelines is available upon request to our Secretary, or may be viewed or downloaded from the Investor Relations page of our website, *www.frontier.com*.

Leadership Structure

Our Board is led by Pamela D.A. Reeve, who became non-executive Chairman of the Board of Directors in April 2016. Ms. Reeve had previously held the position of Lead Director and has been an independent member of our Board since 2010. The Board has determined that it is in the best interests of our stockholders at this time to separate the roles of Chairman and CEO. The Board will continue to evaluate our leadership structure based on the best interests of Frontier and our stockholders.

The Role of the Chairman:

Call meetings of the Board and non-management directors (including those to be attended only by independent directors) when appropriate and preside at such meetings. Following each executive session, the Chairman will discuss with the CEO any issues arising in such executive session.

Coordinate the flow of information to and among independent directors and, if any, other non-management directors.

Collaborate with the CEO to set Board meeting agendas and review and approve Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items. All Board members are encouraged to communicate to the Chairman any additional agenda items that they deem necessary or appropriate in carrying out their duties.

Periodically solicit from other independent and non-management directors comments or suggestions related to Board operations, including the flow of information to directors, the setting of meeting agendas and the establishment of the schedule of Board meetings, and communicate those suggestions to the CEO. The Chairman shall also seek to ensure that there is: (a) an efficient and adequate flow of information to the independent and non-management directors; (b) adequate time for the independent and non-management directors to consider all matters presented to them for action; and (c) appropriate attention paid to all matters subject to oversight and actions by the independent and non-management directors.

Attend all committee meetings, as appropriate. The Chairman shall work with each committee chair to ensure that each committee is effectively functioning and providing ongoing reports to the Board.

Serve as the liaison between the independent and non-management directors, on the one hand, and the CEO, on the other, and as the representative of the independent and non-management directors in communications with the CEO and management outside of regular Board meetings.

Serve as liaison and provide direction to advisers and consultants retained by the independent directors.

Our Board does not have a policy as to whether the roles of Chairman and CEO should be separate or combined. However, if the roles are combined, the Board will also have a Lead Director. Our Nominating and Corporate Governance Committee annually reviews our leadership structure to determine whether the existing structure is in the best interests of Frontier and its stockholders.

Chief Executive Officer Succession

The Board is actively engaged in managing executive talent and succession planning. The Nominating and Corporate Governance Committee reviews and considers succession development plans for the CEO and the development of executive talent. The Board also evaluates the adequacy and effectiveness of Frontier s succession plan for the CEO in connection with its annual assessment of the performance of the CEO.

Chief Executive Officer Pay Ratio

We determined that the 2017 median annual total compensation of all our employees who were employed as of December 31, 2017, other than our CEO, Dan McCarthy, was $101,408; Dan McCarthy s 2017 annual total compensation was $6,038,195; and the ratio of these amounts was 60:1. As of December 31, 2017, our total population consisted of 22,700 employees. To identify the median compensated employee, we used a Consistently Applied Compensation Measure (CACM) defined as annual base salary as of December 31, 2017.

Director Independence

The Board is required to affirmatively determine that a majority of the directors qualify as independent under Nasdaq listing standards. The Board undertakes an annual review of director independence by reviewing relationships between Frontier and each director as well as Frontier and the organizations with which each director is affiliated.

After considering the relevant facts, the Board has determined that no director, other than Mr. McCarthy, has a material relationship with Frontier (either directly or as a partner, stockholder or officer of an organization that has a relationship with Frontier) that would impair the director s ability to exercise independent judgment in carrying out his or her responsibilities as a director. Therefore, all of our directors, other than Mr. McCarthy, are independent under Nasdaq listing standards.

Mr. Shapiro, who serves on our Retirement Plan Committee, is the Co-President of WME/IMG. During 2017, Frontier engaged WME/IMG to assist in the negotiation and entry into certain sponsorship and content arrangements. The Nominating and Corporate Governance Committee and the Board reviewed this business relationship and determined that the value of the engagement was immaterial to WME/IMG, given the amount and WME/IMG s gross revenues, and that Mr. Shapiro s independence is not impaired.

The Board has determined that 8 of our 9 director nominees are independent

Risk Management and Board Oversight

The Board is responsible for oversight of Frontier s risk management process, and the full Board regularly discusses exposure to various potentially material risks. In accordance with our Corporate Governance Guidelines, the Audit Committee also reviews risk exposures and the guidelines and policies governing management s assessment and management of exposure to risk, including the enterprise risk management (ERM) process.

Management is responsible for Frontier s risk management activities, including the annual ERM process, which is jointly administered by the Chief Financial Officer and the Senior Vice President, Internal Audit. As part of the ERM process, each member of senior management and his or her direct reports participate in an annual identification, assessment and evaluation of risks. The individual risks are aggregated across Frontier to help management determine our enterprise level risks. For each such risk, one or more mitigation strategies are developed and implemented to minimize or manage that risk. During the course of the year, periodic monitoring, self-assessment and reporting to the Audit Committee are performed by senior management to:

- Update the trending of each risk, compared to the latest annual ERM review;
- Identify/consider new and emerging risks;
- Assess the implementation status/effectiveness of each mitigation strategy; and
- Identify changes to mitigation strategies, if necessary.

Attendance at Meetings

In 2017, the Board held 11 meetings. All of our directors attended over 75% of the meetings of the Board and committees on which they served in 2017. In accordance with our policy, all members of the Board attended last year s annual meeting of stockholders.

Committees of the Board

The Board has four standing committees: Audit, Compensation, Nominating and Corporate Governance, and Retirement Plan. Each committee is composed solely of independent directors and operates under a written charter adopted by the Board (available on the Investor Relations page of our website, *www.frontier.com*).

Audit Committee

Number of Meetings in 2017: 6

Chair:

Edward Fraioli

Other Committee Members:

Leroy T. Barnes Jr.

Diana S. Ferguson

Howard L. Schrott

Primary Responsibilities:

- Selects, determines compensation for, and oversees our independent auditors
- Assists the Board in its oversight of our financial statements, compliance with legal and regulatory requirements, the independence, performance and qualifications of our independent auditors, the qualifications of our internal auditors and internal audit function performance
- Pre-approves all audit and permissible non-audit services, if any, provided by our independent auditors
- Prepares the Audit Committee Report
- Oversees risk assessment and risk management

Each Audit Committee member is independent, meets the standard of an audit committee financial expert under SEC rules and meets the financial literacy requirements of the Nasdaq Listing Rules

Mr. Barnes is on the audit committee of The McClatchy Company and each of the Principal Funds, Inc. investment companies of which he is a board member. We do not formally limit the number of audit committees on which our Audit Committee members may serve, but instead review on a case-by-case basis. After careful consideration, our Board determined that Mr. Barnes service on the other audit committees would not impair his ability to effectively serve on our Audit Committee.

Compensation Committee

Number of Meetings in 2017: 8

Chair:

Virginia P. Ruesterholz

Primary Responsibilities:

Reviews our general compensation strategies and policy

Other Committee Members:

Peter C.B. Bynoe

Diana S. Ferguson

Myron A. Wick, III*

Evaluates at least annually the performance of the CEO and other senior executives against corporate goals and objectives and determines and approves executive compensation (including any discretionary incentive awards) based on this evaluation

Reviews and makes recommendations to the Board regarding director compensation

Prepares the Compensation Committee Report

Oversees and approves incentive compensation plans and equity-based compensation plans

Each Compensation Committee member is independent, an outside director under Section 162(m) of the Internal Revenue Code and a non-employee director for purposes of Rule 16b-3 of the Exchange Act

* Through the date of the Annual Meeting.

Nominating and Corporate Governance Committee	Number of Meetings in 2017: 4
Chair: Peter C.B. Bynoe **Other Committee Members:** Howard L. Schrott Myron A. Wick, III*	**Primary Responsibilities:** Conducts annual evaluation of the Board and its committees Recommends candidates for nomination, election or appointment to the Board and its committees Engages in CEO succession planning efforts and executive talent development Takes a leadership role in shaping our corporate governance, including developing and recommending to the Board our Corporate Governance Guidelines

Each Nominating and Corporate Governance committee member is independent

* Through the date of the Annual Meeting. The Board expects to appoint Ms. Reeve to serve as a member of the Nominating and Corporate Governance Committee following Mr. Wick s departure from the Nominating and Corporate Governance Committee.

Retirement Plan Committee	Number of Meetings in 2017: 3
Chair: Leroy T. Barnes Jr. **Other Committee Members:** Edward Fraioli Virginia P. Ruesterholz Mark Shapiro	**Primary Responsibilities:** Oversees our retirement plans, which includes review of the investment strategies and asset performance of the plans, compliance with the plans and the overall quality of the asset managers, plan administrators and communications with employees

Each Retirement Plan Committee member is independent

Director Stock Ownership Guideline

Each non-management director is expected to own shares of our stock having a minimum value of five times the cash portion of the annual non-management director retainer (which currently equates to $475,000) by the later of February 15, 2017 and five years after joining the Board. Stock unit grants are counted for purposes of fulfilling this guideline. Each non-management director is required to hold 100% of all stock units granted as compensation for Board service until his or her termination of service, and compliance with such 100% retention is an alternative method of complying with the director stock ownership guideline.

Executive Sessions of the Board of Directors

Our independent directors have regularly scheduled executive sessions in which they meet outside the presence of management. Pamela D.A. Reeve, in her role as Chairman, presides at executive sessions of the Board.

Communications with the Board of Directors

Any stockholder or interested party who wishes to communicate with the Board or any specific director, any non-management director, the non-management directors as a group, any independent director or the independent directors as a group, may do so by writing to such director or directors at: Frontier Communications Corporation, 401 Merritt 7, Norwalk, Connecticut 06851. This communication will be forwarded to the director or directors to whom it is addressed. This information regarding contacting the Board is also posted on the Investor Relations page of our website, *www.frontier.com*.

Code of Business Conduct and Ethics

We have a Code of Business Conduct and Ethics (the Code of Conduct) to which all employees, executive officers and directors (which for purposes of the Code of Conduct we collectively refer to as employees) are required to adhere in addressing the legal and ethical issues encountered in conducting their work. The Code of Conduct requires that all employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity. Employees are required to report any conduct that they believe is an actual or apparent violation of the Code of Conduct and may do so anonymously by using our Ethics Hotline. Specific provisions applicable to our principal executive officer and senior financial officers are in the Specific Code of Business Conduct and Ethics Provisions for Certain Officers (the Executive Code). We disclose on our website any amendment to, or waiver of, any provision of our Code of Conduct or Executive Code that is required to be disclosed pursuant to securities laws. Copies of the Code of Conduct and the Executive Code are available upon request to our Secretary, or may be viewed or downloaded from the Investor Relations page of our website, *www.frontier.com*.

Related Person Transactions Policy

The Board has adopted a policy addressing our procedures with respect to the review, approval and ratification of related person transactions that are required to be disclosed pursuant to SEC regulations. The policy provides that any transaction, arrangement or relationship, or series of similar transactions, to which we are a party, that exceeds $120,000 in the aggregate, with a related person (as defined in the SEC regulations) who has or will have a direct or indirect material interest shall be subject to review, approval or ratification by the Nominating and Corporate Governance Committee. In its review of related person transactions, the Nominating and Corporate Governance Committee shall review the material facts and circumstances of the transaction and shall take into account specified factors, where appropriate, based on the particular facts and circumstances, including (i) the nature of the related person s interest in the transaction, (ii) the significance of the transaction to us and to the related person and (iii) whether the transaction is likely to impair the judgment of the related person to act in the best interest of Frontier.

No member of the Nominating and Corporate Governance Committee may participate in the review, approval or ratification of a transaction with respect to which he or she is a related person, although such director can be counted for purposes of a quorum and shall provide such information with respect to the transaction as may be reasonably requested by other members of the Committee or the Board.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Named Executive Officers

Daniel J. McCarthy	President and Chief Executive Officer
R. Perley McBride	Executive Vice President and Chief Financial Officer
Kenneth W. Arndt	Executive Vice President, Commercial Sales
Steve Gable	Executive Vice President and Chief Technology Officer
John J. Lass	Executive Vice President, Customer Operations
Cecilia K. McKenney*	Executive Vice President, Consumer Sales and Marketing

Ms. McKenney stepped down as Frontier s Executive Vice President, Consumer Sales and Marketing on June 30, 2017.

Executive Summary

The purpose of our executive compensation program is to align the goals and interests of our executives with those of Frontier and its stockholders by rewarding our leadership team for delivering on both short-term and long-term goals. Our program emphasizes stockholder value creation by using a mix of pay components, the majority of which are at risk and contingent upon performance against specified company and individual goals and tied to annual and sustained performance over a multi-year period.

2017 Review

2017 was a period of immense change and development for Frontier Communications. We ended the year in a much stronger position than we started, and in 2018 we are poised to achieve further improvements, most notably in California, Texas, and Florida (CTF). These markets have leading-edge, fiber-to-the-home networks that enable best-in-class broadband, video and other communications services for consumers and businesses.

In 2017, we systematically addressed performance issues in CTF that negatively affected revenue, profitability, and our stock price. We achieved steady improvements in Frontier FiOS® customer trends. We also made the decision to suspend the common dividend effective with the first quarter of 2018. This action will free up $250 million of additional cash annually, following the conversion of the company s mandatory convertible preferred stock in June 2018, to accelerate debt reduction.

We still have substantial work ahead, but we remain fully committed to increasing shareholder value.

Due to Frontier s financial performance in 2017, Frontier did not pay annual performance-based cash bonuses to any management employees, including our NEOs, for the year. Additionally, the 2015-2017 performance share awards were earned at 69.9% of target with a payout at 4.5% of the grant date target value when factoring the decline in the Frontier stock price.

As you will see in this CD&A, we have redesigned our compensation programs to ensure continued focus on rebuilding our Company and stockholder value.

Total Stockholder Return

Total stockholder return (TSR) is a measure of gains or losses realized by common stockholders over time. TSR combines price appreciation and dividends paid to show the total return to a common stockholder as an annualized percentage. Frontier had a one year TSR of -84% for 2017 and a three year TSR of -90%. We paid $266 million in common stock dividends and $214 million in preferred stock dividends in 2017 while continuing to invest in expanding and upgrading our network and product offerings.

CEO Pay at a Glance

Mr. McCarthy s target total direct compensation (TDC) for 2017 and 2018 is set forth below. While Mr. McCarthy has a bonus target of $1,500,000, as stated above, no bonus was paid for 2017 performance. A significant portion of his compensation is in the form of restricted stock and performance shares, the value of which is dependent on our stock price and the achievement of company targets along with an industry comparison. The Compensation Committee considered multiple factors to determine Mr. McCarthy s TDC, including:

- Financial and stock performance of Frontier
- The implementation of a new organizational structure that allows Frontier to better serve its consumer and business customers
- His overall leadership of Frontier

Compensation Element	2017 Target	2018 Target	Note
Base Salary	$ 1,000,000	$ 1,000,000	
Annual Cash Bonus	$ 1,500,000	$ 1,500,000	No annual cash bonuses were paid for 2017 performance
Restricted Stock Awards	$ 3,600,000	$ 3,600,000	This represents the target value of restricted stock awards granted in February 2017 and 2018, which vest ratably over a three-year period
Performance Share/Cash Awards	$ 2,400,000	$ 2,400,000	This represents the value of the target number of performance shares granted in February 2017 and February 2018. The actual value Mr. McCarthy will earn will be based on Company performance over each of the three-year Measurement Periods, and Company three-year TSR
Total Direct Compensation	$ 8,500,000	$ 8,500,000	

Table of Contents

EXECUTIVE COMPENSATION

Key Features of our Executive Compensation Program

Key executive compensation practices are summarized below. We believe these practices promote good governance and are in the best interests of Frontier and its stockholders:

What We Do

Employ a pay-for-performance executive compensation program whereby over 80% of NEO compensation is at risk.

Pay a majority of compensation in the form of long-term incentive awards to defer a portion of pay based on future company performance and tie compensation payout levels to our stock performance.

Use multipliers to reward above-target performance and reduce short-term and long-term incentive payouts for below-target performance.

Require our executives to own Frontier stock equal to a multiple of base salary. For our CEO, this multiple is five times base salary.

Use double-trigger change-in-control severance arrangements.

Hold an annual stockholder vote on our executive compensation program.

Have a recoupment, or clawback, policy to recover both cash and equity compensation from executives, including in the case of misconduct that results in a restatement of our financial statements.

Regularly analyze risks related to our compensation program and conduct a broad risk assessment annually.

Engage an independent compensation consultant to provide advice to our Compensation Committee.

What We Don t Do

× Permit our executives to hedge or pledge Frontier stock.

× Reward our executives with perquisites or tenure-based benefits, such as retiree medical benefits, in the ordinary course.

× Pay dividends on unearned performance shares.

× Make tax gross-ups for severance payments.

Impact of 2017 Say-on-Pay Vote

The Compensation Committee considers the results of the annual stockholder vote on our executive compensation program, in addition to other input from our stockholders, when evaluating and determining compensation policies and the compensation for our CEO and the other NEOs. The 2017 stockholder vote affirmed the Compensation Committee s decisions for 2016, with a 79% stockholder approval of our executive compensation program. Despite this significant shareholder support, the Compensation Committee continues to review and modify our executive compensation program to better align pay with performance.

In 2018, the Committee made several changes to the executive compensation program, including:

Modifying the bonus payment schedule to include 60% of the 2018 Frontier Bonus to be paid on a quarterly schedule with quarterly goals based on specific metrics. The remaining 40% of the bonus is based on full year results. These quarterly goals were established in the beginning of the year and add up to the full-year targets. This change is designed to focus our leaders on financials and customer experience by placing a greater emphasis on our quarterly results that will lead to achievement of our full-year results.

For executives other than the CEO, we are delivering the long-term performance grant as Performance Cash based on the same metrics used in our Performance Share program in 2017. This was done to mitigate the share usage while continuing to provide a long-term incentive tied to both Company performance and relative total shareholder return.

Table of Contents

Increase the weight on performance awards from 33% to 40% of total LTI to enhance the performance orientation of the program.

Our Pay and Performance Alignment

A key tenet of our compensation philosophy is to link the interests of our executives and our stockholders. Approximately 88% of our CEO s target compensation for 2017 performance was at risk. For the other active NEOs as a group, approximately 80% of their target compensation for 2017 performance was at risk. This directly links our executives pay to Frontier s financial performance, execution of strategic initiatives and TSR.

To enhance transparency regarding the compensation received by each of our NEOs, we have included a Realized Pay Table to supplement the information provided in the Summary Compensation Table. See 2017 Realized Pay below.

Executive Compensation Program Structure

Philosophy

Maintain clear alignment between the interests of our executives and those of our stockholders by rewarding performance measured by key financial metrics, strategic objectives and relative TSR and through the use of long-term incentive awards as a significant component of compensation.

Reinforce our performance culture for our NEOs by making a majority of their compensation at risk, i.e., contingent upon relative, specified company and individual performance.

Hire and retain talented executives by having a compensation program that is competitive in relation to comparable companies based on size, overall complexity and the nature of our business.

Ensure company goals are fully aligned throughout the organization. Each year, we establish company-wide goals that align with Frontier s business plan for the year. Our NEOs are compensated to the extent they are successful in leading Frontier to achieve these goals for each year.

Compensation Program Design

To achieve the objectives described above, our executive compensation program rewards our executives for both annual and long-term performance. For 2017, the primary components of executive compensation were base salary, bonus, restricted stock awards and performance share awards under the 2013 Equity Incentive Plan. Of these components, only base salary represents fixed compensation. Each of the other components was variable and at risk.

Table of Contents

At its February 2017 meeting, the Compensation Committee set maximum individual payouts under our umbrella bonus pool and the Adjusted EBITDA performance goal for the year, the achievement of which would permit the funding of the payouts. The Company Performance Goals and financial targets used to determine bonuses under the Frontier Bonus Plan, and restricted stock awards and performance share awards under the 2013 Equity Incentive Plan, were also set at that meeting based on management s estimate of consolidated financial performance for the full year.

In order to determine the appropriate amount and mix of compensation components for each NEO, the Compensation Committee considers many factors, including experience, value provided to Frontier, scope of responsibility, company and individual performance, benchmark data based on our peer group and general industry survey data for comparably sized companies.

Component	Purpose	Performance Measures
Base Salary (Fixed)	Attract and retain executives	Job scope and experience Market pay (we target the median of market using peer group and survey data)
Annual Cash Bonus (At Risk)	Attract and retain executives Incentivize and reward executives for achievement of pre-established, measurable annual performance goals Align award with business financials and customer surveys	Company Performance Goals: Financial targets (revenue, Adjusted EBITDA, Operating Cash Flow) Customer experience targets Individual targets and performance adjustments
Restricted Stock Awards (At Risk)	Attract and retain executives Align value with stock price because vest ratably over three years	Individual targets and performance adjustments
Performance Share Awards (At Risk)	Attract and retain executives Align executive pay with financial performance and TSR over three-year Measurement Period	Free Cash Flow per share targets set annually Three-year TSR modifier (Frontier TSR as compared to industry peers)

Individual must maintain satisfactory performance rating throughout period

Market and Peer Group Reviews

The Compensation Committee, with input from its independent compensation consultant, establishes Frontier s peer group for use in benchmarking and market comparison purposes. The peer group set forth below was used to set compensation for 2017. When comparing financial metrics of the peer group, Frontier was at the 24th percentile for market capitalization, 36th percentile for enterprise value, 65th percentile for revenue, 55th percentile for employee count, 65th percentile for total assets and 80th percentile for EBITDA.

2017 Peer Group	
Anixter International Inc.	Priceline Group Inc.
ADP, LLC	Rogers Communications Inc.
Cablevision Systems Corporation	R. R. Donnelley & Sons Company
CenturyLink, Inc.	Sprint Corporation
Charter Communications, Inc.	TELUS Corporation
DISH Network Corporation	Thomson Reuters Corporation
First Data Corporation	Time Warner Cable Inc.
Harris Corporation	T-Mobile US, Inc.
Juniper Networks, Inc.	Windstream Holdings, Inc.
Level 3 Communications, Inc.	Xerox Corporation

In May 2017, the Compensation Committee determined that it was appropriate to revise Frontier s peer group to better reflect our size and scale and to include businesses that are asset intensive, have a technology focus, have subscription-based revenue, deliver content and typically have a bundled package service offering. The new peer group set forth below was used to set compensation for 2018. When comparing financial metrics of Frontier to our new peers on June 30, 2017, we were just above median in revenue, just below the 75th percentile in EBITDA, just above the 25th percentile in enterprise value and in the lower quartile in market capitalization.

2018 Peer Group

Companies listed in bold were added to the peer group. The following companies were removed from the peer group due to relative size or M&A activity: Cablevision Systems Corporation, Charter Communications, Inc., Harris Corporation, R. R. Donnelley & Sons Company, Time Warner Cable Inc. and Xerox Corporation.

Anixter International Inc.	Rogers Communications Inc.
ADP, LLC	**Sirius Corp.**
BCE	Sprint Corporation
CenturyLink, Inc.	**Telephone & Data Systems**
DISH Network Corporation	TELUS Corporation
First Data Corporation	Thomson Reuters Corporation
Juniper Networks, Inc.	T-Mobile US, Inc.
Level 3 Communications, Inc.	**United States Cellular**
News Corp.	Windstream Holdings, Inc.
Priceline Group Inc.	

General industry survey data, as described below, was also considered in determining the compensation levels of the NEOs and other executives. In the case of executives for whom there was no publicly available data or no comparable position at the peer group companies, the results from proprietary general industry executive compensation surveys were analyzed to assess competitiveness.

As an initial step in the consideration of survey data, the survey is size-adjusted based on our annual revenue. The 2016 survey data used to determine 2017 compensation was size-adjusted to approximate Frontier s 2016 revenue. The analyses included examining how each executive s target total direct compensation compared to the results in the surveys for base salary, target bonus and target long term incentives. Some of our NEOs have responsibilities that extend beyond the traditional scope indicated by their titles. As a result, directly comparable roles in the survey data were not always available. In these cases, the Compensation Committee took into account data from these third-party surveys and the importance of the role to Frontier when determining the commensurate total compensation levels for the NEO. In considering the survey data, the Compensation Committee did not review nor is it aware of the specific companies that are included in the surveys.

2017 Realized Pay

The table below supplements the Summary Compensation Table that appears later in this Proxy Statement. The Realized Pay Table shows the compensation actually received by each NEO in 2017, 2016 and 2015. Realized pay for an NEO for any given year may be greater or less than the compensation reported in the Summary Compensation Table for that year depending on fluctuations in stock prices on the grant and vesting dates, differences in equity grant values from year to year and SEC reporting requirements, as described below.

The primary difference between the Realized Pay Table and the Summary Compensation Table is the method used to value restricted stock awards and performance share awards. SEC rules require that the grant date fair value of all restricted stock awards and performance share awards be reported in the Summary Compensation Table for the year in which they were granted. As a result, a significant portion of the total compensation amounts reported in the Summary Compensation Table relates to restricted stock awards and performance shares that have not vested or been earned, for which the value is therefore uncertain and which may end up having no value at all. In contrast, the Realized Pay Table includes only restricted stock and performance shares that vested during the applicable year and shows the value of those awards as of the applicable vesting date.

There is no assurance that the NEOs will actually realize the value attributed to these awards even in this Realized Pay Table, since the ultimate value of the restricted stock and performance shares will depend on the price of Frontier s common stock when the vested and earned shares are sold by the executives. Our executives are subject to periodic stock sale restrictions and our stock ownership guidelines, which also limit their ability to sell Frontier stock received as compensation.

2017 Realized Pay Table for Active NEOs

Name	Year	Salary(1)	Transaction Bonus(2)	Actual Cash Incentive Bonus(3)	Restricted Stock Awards Vested(4)	Performance Shares Earned (5)	All Other Compensation(6)	Total
Daniel J. McCarthy	2017	$ 1,000,000			$ 1,679,173	$ 378,313	$ 34,181	$ 3,091,667
	2016	$ 981,251			$ 1,934,451	$ 386,314	$ 31,830	$ 3,333,846
	2015	$ 862,500		$ 1,165,500	$ 2,524,118	$ 557,668	$ 9,105	$ 5,118,891
R. Perley McBride(7)	2017	$ 650,000			$ 16,717		$ 17,521	$ 684,238
	2016	$ 199,432					$ 109,663	$ 309,095
Kenneth W. Arndt(8)	2017	$ 500,000			$ 171,348	$ 47,416	$ 10,270	$ 729,034
Steve Gable(9)	2017	$ 470,000			$ 125,775	$ 17,656	$ 9,717	$ 623,148
	2016	$ 458,750	$ 1,000,000		$ 78,324	$ 18,029	$ 9,884	$ 1,564,987
John J. Lass(10)	2017	$ 439,875			$ 210,039	$ 47,416	$ 56,756	$ 754,086
	2016	$ 436,156	$ 415,200		$ 318,947	$ 48,419	$ 9,836	$ 1,228,558

(1) Amounts shown in this column equal the amounts reported in the Salary column of the Summary Compensation Table.

(2) Amounts shown in this column equal the amounts reported in the Bonus column of the Summary Compensation Table and reflect bonuses granted in connection with the closing of the California, Texas and Florida Acquisition in April 2016.

(3) Amounts shown in this column equal the amounts reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

(4) Amounts shown in this column represent the aggregate value of all restricted stock that vested during the applicable year. The value of restricted stock realized upon vesting is based on the closing price of our common stock on the vesting dates and does not take into account the NEO s tax liability upon vesting.

(5) Amounts in this column represent the value of performance shares that were earned for the applicable three-year Measurement Period, based on the price of our common stock on the day of the payout in February following the completion of the Measurement Period. For example, the amounts shown for 2017 represent the 2014-2016 performance award payout made in February 2017.

(6) Amounts shown in this column equal the amounts reported in the All Other Compensation column of the Summary Compensation Table.

(7) Information for Mr. McBride is not provided for 2015 because he joined Frontier in September 2016.

(8) Information for Mr. Arndt is not provided for 2015 and 2016 because he was not an NEO for those years.

(9) Information for Mr. Gable is not provided for 2015 because he was not an NEO for that year.

(10) Information for Mr. Lass is not provided for 2015 because he was not an NEO for that year.

2017 Total Direct Compensation for NEOs

Cash Compensation

Base Salary. Base salaries for our executives, including our NEOs, are set by the Compensation Committee after consideration of various factors, including individual performance, executive experience and skill set, the ability to attract and retain talented executives and market data.

Executives are eligible for increases to their base salary if there is a change in responsibility or the individual s base salary is not in line with desired market position. We generally target the median of our peers when setting base salary, but any increases or decreases are ultimately at the discretion of the Compensation Committee. The salaries for our NEOs were not adjusted in 2017.

Bonus. The Compensation Committee uses the Frontier Bonus Plan to provide cash incentives to executives, including the NEOs, based on the achievement of certain company metrics (Company Performance Goals) with adjustments for individual performance. The bonus pool is funded based solely on achievement of Company Performance Goals. An NEO s target bonus opportunity is expressed as a percentage of his or her annual base salary and represents the amount the NEO would receive if performance metrics are achieved at target. For 2017, each NEO, other than Mr. McCarthy, had a target bonus opportunity equal to 100% of his or her base salary; Mr. McCarthy s target bonus opportunity was 150% of his base salary. Potential bonus payouts could be from 0% for below-threshold performance, up to a maximum of 130% for outstanding performance, of each NEO s target bonus opportunity. Achievement of threshold performance would result in a payout of 79% of the target bonus opportunity, subject to the discretion of the Compensation Committee.

For 2017, the Compensation Committee revised the Company Performance Goals from those used in prior years to align executive interests with Frontier s business objectives. The Company Performance Goals were weighted in relation to Frontier s business plan (the Weighted Company Performance Goals). We include Net Experience Score in the Weighted Company Performance Goals because customer experience is a strong driver of our business success. The Net Experience Score provides an incentive to continually improve our customer experience.

2017 Weighted Company Performance Goals	Weighting
Revenue Target	12.5%
Adjusted EBITDA Target	50.0%
Operating Cash Flow Target	25.0%
Net Experience Score	12.5%
Total	**100%**

The Committee also set a minimum performance threshold of 93% of the Adjusted EBITDA target in order to achieve a payout under the 2017 Frontier Bonus Plan. At its February 2018 meeting, the Compensation Committee reviewed Frontier s performance against each of the targets for 2017, which was as follows:

($ in millions) Financial Target	Threshold (approx. 93% of Target)	Target	Outstanding (approx. 110% of Target)	Result	Percentage of Target
Revenue	$ 9,317	$ 10,018	$ 11,020	$ 9,128	91%
Adjusted EBITDA	$ 3,793	$ 4,078	$ 4,486	$ 3,684	90%
Operating Cash Flow	$ 2,630	$ 2,828	$ 3,111	$ 2,530	89%

Net Experience Score	1.5	3.9	6.2	7.1	114%

Payout for performance between levels is determined using linear interpolation.

After assessing performance under each of the Weighted Company Performance Goals, Frontier applied a 3:1 power ratio for results between the threshold (93%) and maximum (110%), meaning that for each one percent that performance is above or below the target (100%), the bonus increases or decreases by three percentage points.

Table of Contents

Because our performance did not meet the minimum performance threshold of 93% of our Adjusted EBITDA goal, no bonus was paid to our NEOs or any management employees for 2017 performance.

At its January 2018 meeting, the Compensation Committee set the 2018 Company Performance Goals for our Senior Leadership Team, including our NEOs, which are intended to focus senior leadership on driving financial goals and business results.

2018 Company Performance Goals	Weighting to Set Bonus Pool
Revenue	12.5%
Adj. EBITDA	50.0%
Operating Cash Flow	25.0%
Net Experience Score (a measure of customer experience)	12.5%

The Compensation Committee also modified the payment schedule such that 60% of the 2018 Frontier Bonus would be paid on a quarterly schedule, with quarterly goals based on the above metrics for the NEOs. The remaining 40% of the bonus is based on full year results. These quarterly goals were established in the beginning of the year and represent the full-year targets. This change is designed to focus our leaders on financials and customer experience by placing a greater emphasis on our quarterly results that will lead to achievement of our full-year results.

Long-Term Incentive Compensation

The Compensation Committee provides long-term incentives to our employees, including our NEOs, through a combination of restricted stock and performance share awards granted under our 2013 Equity Incentive Plan.

In February of each year, the Compensation Committee sets a target dollar value of total equity awards for each NEO for that year to fulfill the purposes described above under Compensation Program Design. In making this determination, the Compensation Committee considers peer group information and survey data as well as the need to align each NEO s interests with those of our stockholders.

For 2017, the Compensation Committee continued its practice where one-third of long-term incentive awards was delivered in the form of performance shares and two-thirds in the form of restricted stock awards, except for Mr. McCarthy whose awards are delivered on a 40/60 mix. The Committee believes that this mix aligns stockholder value and executive interests by linking compensation to long-term performance and stockholder returns. There is no minimum guaranteed level of equity awards. In February 2017, the Compensation Committee set the following targets for equity awards for each NEO:

Name	2017 Target Value of Restricted Stock Awards	2017 Target Value of Performance Share Awards	2017 Target Value of Total Equity Awards
Daniel J. McCarthy	$ 3,600,000	$ 2,400,000	$ 6,000,000
R. Perley McBride	$ 2,000,000	$ 1,000,000	$ 3,000,000
Kenneth W. Arndt	$ 960,000	$ 470,000	$ 1,430,000
Steve Gable	$ 1,200,000	$ 600,000	$ 1,800,000
John J. Lass	$ 850,000	$ 400,000	$ 1,250,000

Restricted Stock Awards. The Compensation Committee uses restricted stock awards (RSAs) as a component of compensation because RSAs encourage our NEOs to focus attention on decisions that emphasize long-term returns for stockholders. RSAs are granted based on performance and vest ratably over three years.

The Compensation Committee generally makes all RSA grants to our executives, including our NEOs, at its regularly scheduled meeting each February, with the exception of awards to eligible new hires, which are awarded as of the date of hire.

Table of Contents

The Compensation Committee determines the dollar value of RSA grants based upon the target set at the beginning of the year, which can be adjusted based on the assessment of individual performance at the end of such year. There is no guarantee that an NEO will receive a grant of restricted shares.

In February 2018, the Compensation Committee approved RSA grants as set forth below under 2018 NEO Compensation Actions.

Performance Share Awards. Performance share awards are an important component of compensation because they encourage a focus on long-term financial performance and TSR, further aligning the interests of our NEOs and stockholders.

NEOs are eligible to receive a target performance share award each year at a regularly scheduled Compensation Committee meeting. Performance share awards are then earned at the end of the three-year Measurement Period applicable to these awards based on the following:

Achievement of annual targets for Free Cash Flow per share for each year in the three-year Measurement Period	Important measure of Frontier s underlying financial performance
Our TSR relative to the Integrated Telecommunications Services Group (GICS Code 50101020) for the three-year Measurement Period	Creates direct link to stockholder results

Annual Free Cash Flow per share targets are used because it is not feasible to set and calculate multi-year performance given significant changes in Frontier s business. A three-year relative TSR modifier is applied in order to measure Frontier s execution on its strategic goals over a multi-year period relative to our industry peers. The Free Cash Flow per share and TSR results that fall in between levels are determined using straight line interpolation.

An executive must remain employed by Frontier throughout the three-year Measurement Period and also must maintain a satisfactory performance rating throughout the Measurement Period for the award to vest. Performance share awards, to the extent earned, will be paid out in the form of common stock on a one-to-one basis, plus accrued dividends on such earned shares, shortly following the end of the three-year Measurement Period.

In February 2017, the Compensation Committee approved target performance share awards for each of the NEOs for the 2017-2019 Measurement Period. These awards are described in the Grants of Plan-Based Awards Table and the narrative that follows that table. Actual shares earned will be determined by the Compensation Committee in February 2020 and will be subject to adjustment (including forfeiture of the entire award for below threshold performance with respect to Free Cash Flow per share) as set forth in the diagram above.

In February 2018, following the completion of the 2015-2017 Measurement Period, the Compensation Committee determined the number of shares of common stock earned for that period. The 2015-2017 Measurement Period results were as follows:

Operating Cash Flow Results (dollars in millions) Year	Target	Actual	Performance as % of Target
2015	$1,713	$1,603	93.6%
2016	$2,342	$2,266	96.8%
2017	$2,828	$2,530	89.5%
Average			**93.3%**
TSR Performance Modifier			**75%** **(Below 25th percentile)**
Number of shares earned as % of target performance share awards			**69.9%**

The number of shares of common stock earned by each of the NEOs for the 2015-2017 Measurement Period is set forth below under 2018 NEO Compensation Actions.

In February 2018, the Compensation Committee also granted target performance share awards to the CEO and target performance cash awards for the 2018-2020 Measurement Period to the other NEOs as set forth below under 2018 NEO Compensation Actions. The performance cash awards replace the typical performance share awards and may be earned on the same metrics used in our Performance Share program in 2017. Further, the split in our long-term incentive awards between Restricted Stock and the Performance Shares/Cash award was modified from 66.7%/33.3% to 60%/40%. The purpose of these actions was to mitigate the share usage while continuing to provide a long-term incentive tied to both Company performance and relative total shareholder return.

In addition, the Compensation Committee modified the bonus payment schedule such that 60% of the 2018 Frontier Bonus will be considered on a quarterly schedule, with the remaining 40% of the bonus considered on full year results. The quarterly goals were established in the beginning of 2018 and add up to the full-year targets. This change is designed to focus our leaders on financials and customer experience by placing a greater emphasis on our quarterly results and leading to the achievement of our full-year results.

Perquisites and Other Benefits

There were no reportable perquisites in 2017 for the CEO or the other NEOs.

We provide benefits to our NEOs on the same basis as all our non-union, full-time employees. These benefits consist of medical, dental and vision insurance, basic life and disability insurance and matching contributions to our 401(k) plan for employees who participate in the plan. The Frontier-paid life insurance benefit for all employees, including the NEOs, is 100% of base salary, up to a maximum of $1,000,000.

Messrs. McCarthy, McBride and Lass are our only NEOs with vested benefits under the Frontier Pension Plan, which was frozen for all non-union participants in 2003.

Executives, including our NEOs, are not eligible for retiree medical benefits.

Compensation for Ms. McKenney

Frontier and Ms. McKenney entered into a Separation Agreement and Release dated June 30, 2017, which was amended on July 20, 2017. As consideration for Ms. McKenney s compliance with the terms of the Separation Agreement, the Company agreed to pay her $1,218,465 (in three installments) and to pay COBRA premiums for 15 months. This amount was based on her base salary, her 2017 target bonus and the value of her unvested restricted shares due to vest in February 2018. The compensation arrangements in place for Ms. McKenney prior to her departure were established in accordance with the general processes outlined above for our NEOs. Upon her departure, Ms. McKenney forfeited her other unvested equity incentive awards. See below under Employment Arrangements; Potential Payments Upon Termination or Change-in-Control for additional information.

2018 NEO Compensation Actions

In January and February 2018, the Compensation Committee met to evaluate the performance of our CEO and the other NEOs to determine annual cash bonus payouts for 2017 performance and performance share awards earned for the 2015-2017 Measurement Period. The Compensation Committee also approved 2018 base salaries, RSA grants, and target performance share/cash awards to be granted for the 2018-2020 Measurement Period. As part of its compensation determinations, the Compensation Committee considered competitive market data provided by its independent compensation consultant as well as potential dilution to shareholders. The Company also engaged with certain shareholders and shareholder advocates regarding the 2018 compensation actions, including those concerning Mr. McCarthy s equity grants.

The Compensation Committee evaluated Mr. McCarthy based upon Frontier s 2017 financial performance (as measured by Revenue, Adjusted EBITDA, Operating Cash Flow and Net Experience Score), his leadership with respect to the achievement of the Company Performance Goals and his 2017 individual performance goals, which included the execution of near-term and long-term strategic initiatives.

For the other NEOs, whose performance was evaluated based on the same Company Performance Goals as Mr. McCarthy, the Compensation Committee reviewed Mr. McCarthy s performance assessments and compensation recommendations. The Committee then discussed its assessment of each NEO and approved RSA grants, performance share awards earned for the 2015-2017 Measurement Period and target performance cash awards granted for the 2018-2020 Measurement Period, in each case as set forth in the table below. The Compensation Committee, in order to mitigate share usage in 2018, moved the performance share portion of these long-term incentive awards to a performance cash program with the same metrics used in the 2017-2019 performance share program previously discussed. The Compensation Committee decided that no annual bonuses were to be awarded for 2017 performance as a result of not meeting the threshold performance level on the EBITDA target. The Compensation Committee also elected to increase base salaries for Mr. Arndt and Mr. Gable to reflect their current roles and responsibilities, with no change to their target bonus percentages or target LTI.

Name	2018 Incentive Bonus Payout ($)	Performance Share Awards Earned[1] (#)	2018 Base Salary ($)	Value of Restricted Stock Awarded In February 2018	Value of Target Performance Shares/Cash Award Granted in February 2018[2]
Daniel J. McCarthy	$ 0	7,943	$ 1,000,000	$ 3,600,008	$ 2,400,000
R. Perley McBride	$ 0	0	$ 650,000	$ 1,800,008	$ 1,200,000
Kenneth W. Arndt	$ 0	876	$ 525,000	$ 858,002	$ 572,000
Steve Gable	$ 0	467	$ 500,000	$ 1,080,006	$ 720,000
John J. Lass	$ 0	876	$ 440,000	$ 750,008	$ 500,000

(1) The amounts in this column represent the number of performance shares earned for the 2015-2017 Measurement Period, 69.9% of target.

(2) The amounts in this column for Mr. McCarthy represent the target value of shares awarded in February 2018 for the 2018-2020 Measurement Period at the grant date stock price of $8.23. All other values are performance cash awards to be paid on the same basis as performance shares.

Roles and Responsibilities

The Compensation Committee

The Compensation Committee is responsible for approving and overseeing our executive compensation philosophy and programs, as well as determining and approving the compensation for our senior executives, including our NEOs. Each year, at its February meeting, the Compensation Committee reviews the Company Performance Goals and the individual performance goals for the NEOs and approves the target levels for each of the compensation components that apply to the NEOs for the upcoming year. Also, the Compensation Committee assesses the performance of our NEOs for the prior year. With respect to CEO compensation, the Compensation Committee reviews its recommendations with the other independent directors and considers any additional input from them before finalizing its decision.

In making its compensation decisions, the Compensation Committee reviews tally sheets setting forth all components of compensation paid to the NEOs for the past five years, along with target compensation for those years, including base salary, bonus, grant date values of RSAs and performance share/cash awards and the value of dividends paid on unvested restricted shares and vested performance shares. These tally sheets also show the executives holdings of unvested RSAs and performance share awards from prior years and the current value of those awards. The Compensation Committee uses these tally sheets to (i) review the total annual compensation of the NEOs over the past five years, (ii) assess the executive officers compensation against their individual and company performance over that period and (iii) assure that the Committee has a comprehensive view of our compensation programs.

The Compensation Committee reviews on a periodic basis management compensation programs, including any management incentive compensation plans, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommends to the Board any modifications or new plans or programs.

The Chief Executive Officer

Our CEO annually reviews the performance and contributions of our other senior executives, including our other NEOs, and presents to the Compensation Committee his performance assessments and compensation recommendations, including the proposed award for each component of the executive s total compensation. Mr. McCarthy s review consists of an assessment of the executive s performance against company-level and individual goals and targets. The Compensation Committee then conducts a separate review process with respect to these executives and, after making any adjustments, approves the compensation for these executives.

The CEO has no involvement in setting his own compensation.

The Compensation Consultant

The Compensation Committee retains an independent executive compensation consultant that provides services solely to the Compensation Committee and not Frontier. Since 2010, the Compensation Committee has engaged Frederic W. Cook & Co., Inc. to assist the Committee in the development of compensation programs, evaluation of compensation practices and the determination of compensation awards. In addition, in 2017 the compensation consultant provided advice and insights on additional compensation matters, including the peer group used, benchmarking of executive compensation and director compensation levels, incentive plan design review, and Compensation Discussion and Analysis disclosure.

The Compensation Committee considers the compensation consultant s input and advice but reaches its own independent decisions on compensation matters. The Compensation Committee has sole authority to retain and terminate the compensation consultant.

The compensation consultant provides no other services to Frontier. The Compensation Committee has instituted policies to avoid conflicts of interest raised by the work of the compensation consultant. Pursuant to SEC rules, the Compensation Committee is required to consider any conflicts of interest raised by the work of the Compensation Committee s compensation consultants. After considering the relevant factors, the Compensation Committee determined that no conflicts of interest were raised by the work of the compensation consultant in 2017.

Additional Compensation Features and Policies

Stock Ownership Guidelines

To further align our executives interests with those of our stockholders, our Board established stock ownership guidelines for the CEO and the other members of the Senior Leadership Team, and reviews the guidelines annually. The CEO is expected to own shares of Frontier stock having a minimum value of five times (5x) base salary, the CFO is expected to own shares of Frontier stock having a minimum value of three and one-half times (3.5x) base salary and each other member of the Senior Leadership Team is expected to own shares of Frontier stock having a minimum value of two and one-half times (2.5x) base salary. Unvested restricted stock awards and unearned performance shares are not counted for purposes of fulfilling this requirement. At such times as a member of the Senior Leadership Team does not meet the applicable ownership guideline, the executive will be required to hold 50% of Frontier stock that the executive acquires after that date through the Frontier equity compensation programs, excluding shares sold to pay related taxes. The Compensation Committee administers these stock ownership guidelines.

Hedging and Pledging Prohibition

Executives are prohibited from hedging or pledging their shares of Frontier stock.

Termination of Employment and Change-in-Control Arrangements

To attract talented executives, support retention objectives and ensure that executives perform their work with objectivity, we provide certain post-employment benefits to the NEOs. In addition, Frontier has a Senior Leadership Team Severance Plan (the Severance Plan), which covers, among others, our NEOs.

We also maintain change-in-control arrangements with our NEOs to promote the unbiased efforts of our executives to maximize stockholder value before, during and after a change-in-control that may impact the employment status of the executives. The Compensation Committee set the severance amounts based on peer group reviews. The change-in-control arrangements are subject to double-trigger vesting and do not include gross-up payments for excise taxes imposed under Section 280G of the Internal Revenue Code as a result of severance payouts.

For further discussion of these severance arrangements, see Employment Arrangements; Potential Payments Upon Termination or Change-in-Control that follows this Compensation Discussion and Analysis.

Clawback Policies

Since 2010, Frontier has included in all of its equity compensation awards, including to the NEOs, a recoupment or clawback provision. This provision requires that unvested equity awards be forfeited if the Compensation Committee determines that the employee engaged in certain defined types of misconduct, including engaging in acts considered to be contrary to the best interests of Frontier, commission of felonies or other serious crimes, or engaging in any activity which constitutes gross misconduct. The provision also provides that the Compensation Committee may in its sole discretion require the employee to return all stock that vested within the twelve-month period immediately prior to the misconduct, or if no longer held by the employee, to pay to Frontier any and all gains realized from such stock.

Effective December 11, 2014, we adopted an enhanced clawback policy that is triggered if Frontier is required to restate its financial statements due to material noncompliance with any financial reporting requirement under the securities laws that was contributed to by the fraud or intentional misconduct of an executive officer, including an NEO. If the policy is triggered, the Compensation Committee will require reimbursement or forfeiture of any cash and equity incentive compensation awarded to or received by the executive officer in question during the three-year period preceding the date on which Frontier is required to prepare the restatement. The amount to be recovered would be the excess of the incentive compensation obtained by the executive officer based on the erroneous data over the amount that would have been obtained by the executive officer had it been based on the restated results, as determined by the Compensation Committee. We will review the terms of this recovery policy in light of the requirements under the Dodd-Frank Act and will make any necessary changes to be in compliance with final regulations when issued.

Tax Implications Deductibility of Executive Compensation

The Committee considers the limitation on deductibility of executive compensation for federal income tax purposes under Section 162(m) of the Internal Revenue Code in the design of our compensation programs. Section 162(m) places a limit of $1 million on the amount of compensation that we may deduct in any one year with respect to the NEOs (other than the Chief Financial Officer). There is an exception for performance-based compensation meeting certain requirements defined by the IRS. Annual incentive awards, performance-based stock and cash awards, performance-based restricted stock and unit awards generally meet those requirements, but no assurance can be given that any such compensation will be fully deductible under all circumstances. The Committee balances the desirability to qualify for such deductibility with the Company s need to maintain flexibility in compensating executive officers in a manner designed to promote corporate goals and compensation objectives. As a result, portions of the total compensation program may not be deductible under Section 162(m), including the portion of base salary in excess of $1 million and any time-based restricted stock awards.

The exemption from 162(m) s deduction limit for performance-based compensation has been repealed for tax years beginning after December 31, 2017. Consequently, compensation paid to our covered executive officers in excess of $1 million will not be deductible unless it qualifies for transition relief applicable to certain arrangements in place as of November 2, 2017.

Compensation Committee Report

The Compensation Committee of our Board of Directors has submitted the following report for inclusion in this proxy statement:

Our Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management. Based on our Committee s review of and the discussions with management with respect to the Compensation Discussion and Analysis, our Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into our Annual Report on Form 10-K.

The foregoing report is provided by the following directors, who constitute the Committee:

Submitted by:

Virginia P. Ruesterholz, Chair

Peter C.B. Bynoe

Diana S. Ferguson

Myron A. Wick, III

Table of Contents

Summary Compensation Table

The following table sets forth the compensation awarded to, earned by, or paid to our CEO, CFO, the three other most highly compensated executive officers at fiscal year-end, and one additional employee who would have been an NEO had she been an executive officer at fiscal year-end.

Name and Principal Position	Year	Salary	Bonus[(1)]	Stock Awards[(2)]	Non-Equity Incentive Plan Compensation[(3)]	All Other Compensation[(4)]	Total
Daniel J. McCarthy	2017	$ 1,000,000		$ 5,004,014		$ 34,181	$ 6,038,195
	2016	$ 981,251		$ 4,455,065		$ 31,830	$ 5,468,146
President and CEO	2015	$ 862,500		$ 4,170,022	$ 1,165,500	$ 9,105	$ 6,207,127
R. Perley McBride	2017	$ 650,000		$ 1,733,033		$ 17,521	$ 2,400,554
	2016	$ 199,432		$ 253,553		$ 109,663	$ 562,648
EVP and CFO[(5)(6)]							
Kenneth W. Arndt	2017	$ 500,000		$ 1,134,299		$ 10,270	$ 1,644,569
EVP, Commercial Sales							
Steve Gable	2017	$ 470,000		$ 1,130,644		$ 9,717	$ 1,610,361
	2016	$ 458,750	$ 1,000,000	$ 471,904		$ 9,884	$ 1,940,538
EVP and CTO[(6)]							
John J. Lass	2017	$ 439,875		$ 1,067,948		$ 56,756	$ 1,564,579
	2016	$ 436,156	$ 415,200	$ 629,257		$ 9,836	$ 1,490,449
EVP, Field Operations[(6)]							
Cecilia K. McKenney	2017	$ 243,438		$ 1,453,241		$ 1,273,202	$ 2,969,881
	2016	$ 483,906	$ 459,600	$ 1,660,754		$ 9,805	$ 2,614,065
EVP, Consumer Sales & Marketing	2015	$ 445,833		$ 1,755,945	$ 457,800	$ 9,105	$ 2,668,683

(1) Amounts in this column represent special non-recurring bonuses granted in connection with the closing of the California, Texas and Florida Acquisition in April 2016.

(2) The stock awards referred to in this column consist of grants of restricted stock and grants of performance shares under the 2013 Equity Incentive Plan. The amounts shown in this column represent the grant date fair value, pursuant to Financial Accounting Standards Board ASC Topic 718, of the stock awards granted in the applicable year or, with respect to multi-year performance share awards where performance conditions are set at the beginning of each year, the fair value of the shares subject to the performance conditions for the applicable year. In the latter case, accounting standards provide that each annual establishment of performance conditions during a multi-year vesting period constitutes a separate grant date. As a result, the grant date fair value of the performance share awards granted in 2017 is calculated using only the first tranche of the grant for the 2017-2019 Measurement Period; the second and third tranches of the 2017-2019 Measurement Period are not included because the performance conditions for those tranches had not been set in 2017. With respect to the grant for the 2016-2018 Measurement Period, the grant date fair value is calculated using the second tranche, as the grant date fair value for the first tranche was reported last year and the performance conditions for the third tranche were not set in 2017. With respect to the grant for the 2015-2017 Measurement Period, the grant date fair value is calculated using the third tranche, as the grant date fair values for the first two tranches were reported in prior years. Further, in calculating the grant date fair value of such performance shares in the table, the target number of shares was used. Frontier uses Monte Carlo simulations to value performance share awards. The value of such performance shares at $6.76 per share assuming that the highest level of operating cash flow and TSR performance will be achieved (using the methodology described above) would be as follows: McCarthy: $320,965; McBride: $73,414; Arndt: $47,874; Gable: $69,932; Lass: $57,392 and McKenney: $90,429. For a discussion of valuation assumptions, see Note 11 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017. For additional details regarding the stock awards, see the Grants of Plan-Based Awards table below and the accompanying narrative.

(3) The amounts shown in this column represent cash awards made under the Frontier Bonus Plan. Awards for each year are generally paid in March of the following year.

(4) The All Other Compensation column includes premiums for life insurance coverage paid for by Frontier, a 401(k) match and change in actuarial value of the frozen pension. Other than as set forth below, all perquisites and personal benefits are below the threshold for disclosure in this column:

Amounts shown for Mr. McCarthy include $22,431, $20,241 and -$9,329 for the change in the actuarial value of his frozen pension in 2017, 2016 and 2015; $9,000 for each year in matching contributions and imputed income for life insurance of $2,650, $2,589 and $105 for each year; also included in the amount for 2017 is a $100 wellness payment.

Amounts shown for Mr. McBride include $9,000 in matching contributions, $1,684 in imputed income for life insurance and $6,837 for his change in pension value for 2017. In 2016 the amount includes a payment of $75,000 for relocation assistance, which includes household goods transfer, closing costs and temporary housing, plus a tax gross up for taxes related to such services equal to $34,312, each as an inducement to accept employment with Frontier, along with $351 for imputed income for life insurance.

Amount shown for Mr. Arndt includes $3,375 for the change in actuarial value of his frozen pension in 2017, $5,625 in matching contributions and $1,270 in imputed income for life insurance.

Amount shown for Mr. Gable consists of premiums for life insurance coverage paid for by Frontier, a 401(k) match and a wellness credit.

Amounts shown for Mr. Lass include $44,488 for the change in the actuarial value of his frozen pension in 2017; $9,000 for each year in matching contributions and imputed income for life insurance of $3,168 and $3,133 for 2017 and 2016; also included in the amount for 2017 is a $100 wellness payment.

Amounts shown in 2017 for Ms. McKenney consist of payments for life insurance coverage of $1,153, a 401(k) match of $6,768 and $1,265,280 in severance and related payments in connection with her departure from Frontier in June 2017.

(5) Mr. McBride assumed the role of Executive Vice President and Chief Financial Officer on November 4, 2016.

(6) Information for Messrs. McBride, Gable and Lass is not provided for 2015 because they were not NEOs for that year. Information for Mr. Arndt is not provided for 2015 and 2016 because he was not an NEO for those years.

Grants of Plan-Based Awards

The following table sets forth information with respect to awards granted to each of our NEOs during 2017.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards[1] Threshold ($)	Target ($)	Maximum ($)	Estimated Future Payouts Under Equity Incentive Plan Awards[2] Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)[3]	Grant Date Fair Value of Stock Awards ($)[4]
Daniel J. McCarthy									
Cash bonus award	2/16/2017	$ 1,050,000	$ 1,500,000	$ 1,950,000					
Performance share award (2017-2019)	2/16/2017				8,421	16,040	26,065		$ 846,912
Performance share award (2016-2018)	2/16/2017				4,930	9,390	15,259		$ 443,678
Performance share award (2015-2017)	2/16/2017				1,989	3,788	6,156		$ 153,414
Restricted stock award	2/16/2017							72,138	$ 3,560,010
R. Perley McBride									
Cash bonus award	2/16/2017	$ 455,000	$ 650,000	$ 845,000					
Performance share award (2017-2019)	2/16/2017				3,509	6,683	10,860		$ 352,862
Restricted stock award	2/16/2017							27,967	$ 1,380,171
Kenneth W. Arndt									
Cash bonus award	2/16/2017	$ 350,000	$ 500,000	$ 650,000					
Performance share award (2017-2019)	2/16/2017				1,649	3,141	5,104		$ 165,845
Performance share award (2016-2018)	2/16/2017				420	800	1,300		$ 37,800
Performance share award (2015-2017)	2/16/2017				219	417	678		$ 16,889
Restricted stock award	2/16/2017							18,516	$ 913,765
John J. Lass									
Cash bonus award	2/16/2017	$ 307,913	$ 439,875	$ 571,838					
Performance share award\(2017-2019)	2/16/2017				1,403	2,673	4,344		$ 141,134
Performance share award (2016-2018)	2/16/2017				1,120	2,134	3,468		$ 100,832
Performance share award (2015-2017)	2/16/2017				219	417	678		$ 16,889
Restricted stock award	2/16/2017							16,395	$ 809,093
Steve Gable									
Cash bonus award	2/16/2017	$ 329,000	$ 470,000	$ 611,000					
Performance share award (2017-2019)	2/16/2017				2,105	4,010	6,516		$ 211,728
Performance share award (2016-2018)	2/16/2017				1,120	2,134	3,468		$ 100,832
Performance share award (2015-2017)	2/16/2017				117	222	361		$ 8,991
Restricted stock award	2/16/2017							16,395	$ 809,093
Cecilia McKenney									
Cash bonus award	2/16/2017	$ 340,813	$ 486,875	$ 632,938					
	2/16/2017				2,105	4,010	6,516		$ 211,728

Performance share award (2017-2019)						
Performance share award (2016-2018)	2/16/2017	1,456	2,774	4,508		$ 131,072
Performance share award (2015-2017)	2/16/2017	760	1,448	2,353		$ 58,644
Restricted stock award	2/16/2017				21,313	$ 1,051,797

(1) Reflects the target payout amounts of non-equity incentive plan awards payable for service in 2017 as approved by the Compensation Committee. See the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table for Fiscal Year 2017 for the non-equity incentive plan awards actually earned by the NEOs in 2017 and paid in early 2018.

(2) Reflects the number of shares of Common Stock that may be earned upon vesting of the LTIP awards granted in 2017, assuming the achievement of threshold, target and maximum performance levels (i.e., 52.5%, 100% and 162.5%, respectively, of the target awards) during the applicable performance period.

(3) Reflects awards of RSAs.

(4) See footnote (2) to the Summary Compensation Table for Fiscal Year 2017 for additional information regarding the determination of the grant date fair value of RSAs and LTIP awards.

Cash awards under the Frontier Bonus Plan for 2017 performance shown under the Estimated Possible Payouts Under Non-Equity Incentive Plan Awards columns would have been paid in March 2018 based on performance metrics set for 2017, as described above under Compensation Discussion and Analysis 2017 Total Direct Compensation for NEOs Cash Compensation Annual Bonus. Target awards under the Frontier Bonus Plan are set as a percentage of base salary. Targets awards were set at 100% of 2017 base salary for each of the NEOs, other than Mr. McCarthy, whose target award was set at 150% of 2017 base salary. Payouts can be 0% of target for below-threshold performance, up to 70% of target for threshold performance, and up to 130% of target for outstanding performance. The annual performance-based cash bonuses for 2017 were not paid to any Frontier Management employee, including the NEOs, due to the fact that the Company did not reach the threshold performance of 93% of Adjusted EBITDA, as reported above in the Summary Compensation Table in the column entitled Non-Equity Incentive Plan Compensation.

The awards shown under the Estimated Future Payouts Under Equity Incentive Plan Awards columns are performance shares deemed to have been granted in 2017 in accordance with Financial Accounting Standards Board ASC Topic 718 (i.e., the first tranche of the 2017-2019 Measurement Period, the second tranche of the 2016-2018 Measurement Period and the third tranche of the 2015-2017 Measurement Period). See footnote (2) to the Summary Compensation Table. The amounts shown represent the range of shares that may be issued at the end of the applicable Measurement Period for such grants assuming achievement of threshold, target or maximum performance. If our operating cash flow (for the 2015-2017 and the 2016-2018 periods and Free Cash Flow per share for the 2017-2019 period) performance is, on average, below threshold for the three-year Measurement Period, no shares will be issued at the end of the period. Dividends on performance shares will be accrued and paid out at the end of the three-year Measurement Period only with respect to shares that are earned and issued. See the discussion of performance share awards under Compensation Discussion and Analysis 2017 Total Direct Compensation for NEOs Equity Compensation Performance Share Awards.

The stock awards shown under the All Other Stock Awards column in the above table are grants of restricted stock. The grants represent annual restricted stock awards and vest in three equal annual installments commencing one year after the date of approval by the Compensation Committee. All such grants of restricted stock were made under our 2013 Equity Incentive Plan based on 2015 performance. Each of the NEOs is entitled to receive dividends on shares of restricted stock at the same rate and at the same time we pay dividends on shares of our common stock. The post-split common stock dividends for 2017 were $1.575 for the first quarter and $0.60 for the following three quarters. No above-market or preferential dividends were paid with respect to any restricted shares. See the discussion of restricted stock awards under Compensation Discussion and Analysis 2017 Total Direct Compensation for NEOs Equity Compensation Restricted Stock Awards.

Table of Contents

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding outstanding equity awards held by each of the NEOs at year-end.

		Stock Awards			
Name	Date of Grant	Number of Shares of Stock or Units That Have Not Vested[1] (#)	Market Value of Shares of Stock or Units That Have Not Vested[2] ($)	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested[3] (#)	Equity Incentive Plan Awards: Marke Value of Unearned Shares That Have Not Vested[2] ($)
Daniel J. McCarthy	2/25/2015	7,493	$ 50,653	11,362	$ 76,807
	2/11/2016	36,081	$ 243,908	28,171	$ 190,436
	2/16/2017	72,138	$ 487,653	48,120	$ 325,291
R. Perley McBride	9/12/2016	2,429	$ 16,420		$
	2/16/2017	27,967	$ 189,057	20,050	$ 135,538
Kenneth W. Arndt	2/25/2015	756	$ 5,111	1,253	$ 8,470
	2/11/2016	3,025	$ 20,449	2,401	$ 16,231