

FREQUENCY ELECTRONICS INC  
Form SC 13D/A  
July 17, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 4)\*

Frequency Electronics, Inc.  
(Name of Issuer)

Common Stock, par value \$1.00  
(Title of Class of Securities)

358010106  
(CUSIP Number)

Jonathan Brolin  
2 Depot Plaza  
Bedford Hills  
New York 10507  
(914) 239-3117  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

July 14, 2017  
(Date of Event Which Requires Filing of this Statement)

If the filing  
person has  
previously filed  
a statement on  
Schedule 13G to  
report the  
acquisition that  
is the subject of  
this Schedule  
13D, and is  
filing this

schedule  
because of  
ss.240.13d-1(e),  
240.13d-1(f) or  
240.13d-1(g),  
check the  
following box [   
 ].

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

\* The  
remainder of  
this cover page  
shall be filled  
out for a  
reporting  
person's initial  
filing on this  
form with  
respect to the  
subject class of  
securities, and  
for any  
subsequent  
amendment  
containing  
information  
which would  
alter disclosures  
provided in a  
prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 358010106

1. NAME OF REPORTING PERSONS

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

Edenbrook Capital, LLC

CHECK THE  
APPROPRIATE

2. BOX IF A

MEMBER OF A  
GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)   
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,075,105

9. SOLE  
DISPOSITIVE

POWER

0

10. SHARED DISPOSITIVE POWER [ ]

1,075,105

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,075,105

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.32%

14. TYPE OF REPORTING PERSON

IA, OO

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CUSIP No. 358010106

1. NAME OF REPORTING PERSONS

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

Edenbrook Long Only Value Fund, LP

CHECK THE  
APPROPRIATE

2. BOX IF A

MEMBER OF A  
GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)   
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

821,821

9.

SOLE  
DISPOSITIVE  
POWER

0

10. SHARED DISPOSITIVE POWER []

821,821

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

821,821

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.41%

14. TYPE OF REPORTING PERSON

PN

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CUSIP No. 358010106

1. NAME OF REPORTING PERSONS

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

Jonathan Brolin

CHECK THE  
APPROPRIATE

2. BOX IF A

MEMBER OF A  
GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,075,105

9.

SOLE  
DISPOSITIVE  
POWER

0

10. SHARES DISPOSITIVE POWER []

1,075,105

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,075,105

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.32%

14. TYPE OF REPORTING PERSON

IN

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CUSIP No. 358010106

Item 1. Security and Issuer.

This statement on Schedule 13D (the "Schedule 13D") relates to the Common Stock, par value \$1.00 (the "Common Stock"), of Frequency Electronics, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 55 Charles Lindbergh Blvd., Mitchel Field, New York, 11553.

Item 2. Identity and Background.

This Schedule 13D is being filed jointly by (i) Edenbrook Capital, LLC ("Edenbrook"), a New York limited liability company, as the investment manager to certain private investment funds, with respect to Common Stock owned by such private investment funds, (ii) Edenbrook Long Only Value Fund, LP (the "Fund"), a Delaware limited partnership, with respect to Common Stock owned by such private investment fund and (iii) Jonathan Brolin ("Mr. Brolin"), a United States citizen and the principal of Edenbrook with respect to the (a)-(c) Common Stock owned by such private investment funds (collectively, the "Reporting Persons").

Mr. Brolin's present principal occupation or employment is acting as a private investor. The principal business address of Mr. Brolin, Edenbrook and the Fund is 2 Depot Plaza, Bedford Hills, New York 10507. Mr. Brolin is the Managing Member of Edenbrook and, as such, is in the position to determine the investment and voting decisions made by Edenbrook.

None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding (d) traffic violations or similar misdemeanors).

None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, (e) decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The net investment costs (including commissions, if any) of the Common Stock directly owned by the private investment funds advised by Edenbrook is approximately \$10,374,410. The Common Stock was purchased with the investment capital of the private investment funds advised by Edenbrook.

Item 4. Purpose of Transaction.

No material changes have been made to the Reporting Persons' Item 4 disclosure in the 13D/A previously filed on December 22, 2016 (Amendment No. 2).

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Item 5. Interest in Securities of the Issuer.

As of the date hereof, (i) Edenbrook and Mr. Brolin may be deemed to be the beneficial owners of 1,075,105 shares of Common Stock, constituting 12.32% of the shares of Common Stock, based upon 8,729,682 shares of Common Stock outstanding as of March 15, 2017, as set forth in the Quarterly Report on 10-Q for the quarterly period ended January 31, 2017 filed by the Issuer on March 17, 2017 and (ii) the Fund may be deemed to be the beneficial owner of 821,821 shares of Common Stock, constituting 9.41% of the shares of Common Stock, based upon 8,729,682 shares of Common Stock outstanding as of March 15, 2017, as set forth in the Quarterly Report on 10-Q for the quarterly period ended January 31, 2017 filed by the Issuer on March 17, 2017.

Edenbrook has the sole power to vote or direct the vote of 0 shares of Common Stock; has the shared power to vote or direct the vote of 1,075,105 shares of Common Stock; has the sole power to dispose or direct the disposition of 0 shares of Common Stock; and has the shared power to dispose or direct the disposition of 1,075,105 shares of Common Stock.

(a)-(c) The Fund has the sole power to vote or direct the vote of 0 shares of Common Stock; has the shared power to vote or direct the vote of 821,821 shares of Common Stock; has the sole power to dispose or direct the disposition of 0 shares of Common Stock; and has the shared power to dispose or direct the disposition of 821,821 shares of Common Stock.

Mr. Brolin has the sole power to vote or direct the vote of 0 shares of Common Stock; has the shared power to vote or direct the vote of 1,075,105 shares of Common Stock; has the sole power to dispose or direct the disposition of 0 shares of Common Stock; and has the shared power to dispose or direct the disposition of 1,075,105 shares of Common Stock.

The transactions by the Reporting Persons in the securities of the Issuer during the past sixty days are set forth in Exhibit B. All such transactions were carried out in open market transactions.

The Reporting Persons specifically disclaim beneficial ownership in the shares of Common Stock reported herein except to the extent of their pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

This Item is not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement

Exhibit B: Schedule of Transactions in Common Stock

SIGNATURE

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

July 17, 2017  
(Date)

Edenbrook Capital, LLC  
By: /s/ Jonathan Brolin  
Jonathan Brolin, Managing Member

Edenbrook Long Only Value Fund, LP  
By: /s/ Jonathan Brolin  
Managing Member of Edenbrook Capital Partners, LLC

Jonathan Brolin  
/s/ Jonathan Brolin

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

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Exhibit A

AGREEMENT

The undersigned agree that this Amendment to Schedule 13D, dated July 17, 2017, relating to the Common Stock, par value \$1.00 of Frequency Electronics, Inc. shall be filed on behalf of the undersigned.

July 17, 2017

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(Date)

Edenbrook Capital, LLC

By: /s/ Jonathan Brolin

Jonathan Brolin, Managing Member

Edenbrook Long Only Value Fund, LP

By: /s/ Jonathan Brolin

Managing Member of Edenbrook Capital Partners, LLC

Jonathan Brolin

/s/ Jonathan Brolin

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## Exhibit B

## Schedule of Transactions in Shares by Private Funds Advised by Edenbrook

| <u>Transaction Date</u> | <u>Title of Class</u> | <u>Number of Shares Purchased</u> | <u>Number of Shares Sold</u> | <u>Price per Share</u> |
|-------------------------|-----------------------|-----------------------------------|------------------------------|------------------------|
| 5/17/17                 | Common Stock          | 2,355                             |                              | 9.75                   |
| 5/17/17                 | Common Stock          | 2,300                             |                              | 9.82                   |
| 5/18/17                 | Common Stock          | 4,700                             |                              | 9.74                   |
| 5/18/17                 | Common Stock          | 5,000                             |                              | 9.70                   |
| 5/18/17                 | Common Stock          | 25,000                            |                              | 9.75                   |
| 5/22/17                 | Common Stock          | 1,250                             |                              | 9.45                   |
| 5/23/17                 | Common Stock          | 650                               |                              | 9.30                   |
| 6/16/17                 | Common Stock          | 100                               |                              | 9.30                   |
| 6/20/17                 | Common Stock          | 2,892                             |                              | 8.98                   |
| 6/27/17                 | Common Stock          | 908                               |                              | 9.21                   |
| 6/27/17                 | Common Stock          | 300                               |                              | 9.20                   |
| 6/28/17                 | Common Stock          | 1,731                             |                              | 9.17                   |
| 6/28/17                 | Common Stock          | 1,523                             |                              | 9.15                   |
| 6/29/17                 | Common Stock          | 510                               |                              | 9.30                   |
| 6/30/17                 | Common Stock          | 2,400                             |                              | 9.50                   |
| 7/3/17                  | Common Stock          | 242                               |                              | 9.29                   |
| 7/7/17                  | Common Stock          | 1,358                             |                              | 9.29                   |
| 7/11/17                 | Common Stock          | 1,477                             |                              | 8.99                   |
| 7/11/17                 | Common Stock          | 50,000                            |                              | 9.00                   |
| 7/11/17                 | Common Stock          | 200                               |                              | 9.20                   |
| 7/12/17                 | Common Stock          | 2,500                             |                              | 8.50                   |
| 7/14/17                 | Common Stock          | 134,899                           |                              | 8.00                   |
| 7/14/17                 | Common Stock          | 74,000                            |                              | 8.50                   |
| 7/14/17                 | Common Stock          | 3,296                             |                              | 8.43                   |