

| OMB APPROVAL             |                     |
|--------------------------|---------------------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Edenbrook Capital, LLC</u><br><hr/> (Last) (First) (Middle)<br>116 RADIO CIRCLE<br>SUITE 202<br><hr/> (Street)<br>MOUNT KISCO NY 10549<br><hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FREQUENCY ELECTRONICS INC [ FEIM ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/17/2020                           |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price     |   |  |   |
| Common Stock                    | 09/17/2020                           |  | P                              |   | 4,000   | A          | \$10.3716 | 1,471,745   | I  | See footnotes <sup>(1)(3)</sup>                       |
| Common Stock                    |                                      |  |                                |   |   |            |           | 271,504   | I  | See footnotes <sup>(2)(3)</sup>                       |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
Edenbrook Capital, LLC  


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 (Last) (First) (Middle)  
 116 RADIO CIRCLE  
 SUITE 202  


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 (Street)  
 MOUNT KISCO NY 10549  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
EDENBROOK LONG ONLY VALUE FUND, LP  


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 (Last) (First) (Middle)  
 116 RADIO CIRCLE  
 SUITE 202  


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 (Street)  
 MOUNT KISCO NY 10549  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Brolin Jonathan

(Last) (First) (Middle)

116 RADIO CIRCLE  
SUITE 202

(Street)

MOUNT KISCO NY 10549

(City)

(State)

(Zip)

**Explanation of Responses:**

1. These securities are held by Edenbrook Long Only Value Fund, LP, a private fund managed by Edenbrook Capital, LLC and may be deemed to be beneficially owned by Edenbrook Capital, LLC by virtue of its role as the investment manager of such private fund. In addition, Jonathan Brolin may be deemed to be a beneficial owner of such securities by virtue of his role as managing member of Edenbrook Capital, LLC.
2. These securities are held in the account of a private fund managed by Edenbrook Capital, LLC and may be deemed to be beneficially owned by Edenbrook Capital, LLC by virtue of its role as the investment manager of such private funds. In addition, Jonathan Brolin may be deemed to be a beneficial owner of such securities by virtue of his role as managing member of Edenbrook Capital, LLC.
3. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Edenbrook Capital, LLC; By:  
/s/ Jonathan Brolin, Managing 09/17/2020  
Member

/s/ Jonathan Brolin 09/17/2020

Edenbrook Long Only Value  
Fund, LP, By: /s/ Jonathan  
Brolin, Managing Member of 09/17/2020  
Edenbrook Capital Partners,  
LLC

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**