UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): August 3, 2026

Frequency Electronics, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**1-8061**	**11-1986657**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

55 Charles Lindbergh Blvd.,
Mitchel Field, New York 11553
(Address of principal executive offices, including zip code)

(516) 794-4500
Registrant’s telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value $1.00 per share)	FEIM	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.

As previously disclosed, on July 30, 2026, Frequency Electronics, Inc. (the "Company") completed an offering (the "Offering") of 1,739,131 shares of the Company's common stock, par value $1.00 per share ("Common Stock"), pursuant to an underwriting agreement (the "Underwriting Agreement") among the Company, Edenbrook Value Fund, LP and Edenbrook Long Only Value Fund, LP, as selling stockholders (the "Selling Stockholders"), and Morgan Stanley & Co. LLC, as representative of the several underwriters named in Schedule II thereto (the "Underwriters"). The Company offered and sold 1,086,957 shares of Common Stock and the Selling Stockholders offered and sold a total of 652,174 shares of Common Stock. In addition, the Company granted the Underwriters an option, exercisable for 30 days following the date of the Underwriting Agreement, to purchase up to 260,869 additional shares of Common Stock from the Company (the "Option Shares").

On August 3, 2026, the Underwriters exercised their option in full and on August 5, 2026, the Underwriters purchased the Option Shares. The gross proceeds to the Company from the sale of the Option Shares, before deducting the underwriting discounts and commissions and offering expenses, were approximately $14.1 million.

The Company intends to use the net proceeds from the purchase of the Option Shares to fund additional growth opportunities, including for capital expenditures, working capital and other general corporate purposes.

The legal opinion and consent of McGuireWoods LLP relating to the validity of the Option Shares is filed herewith as Exhibit 5.1.

The Option Shares have been registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3 (File No. 333-297549) (the "Registration Statement"). The Company has filed with the U.S. Securities and Exchange Commission a preliminary prospectus supplement dated July 28, 2026 and a final prospectus supplement, dated July 28, 2026, together with an accompanying prospectus dated July 21, 2026, relating to the offer and sale of the Option Shares.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

5.1	Opinion of McGuireWoods LLP.
23.1	Consent of McGuireWoods LLP (included in Exhibit 5.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FREQUENCY ELECTRONICS, INC.

Date: August 5, 2026

By: /s/ Steven L. Bernstein
Steven L. Bernstein
Chief Financial Officer, Secretary and Treasurer

McGuireWoods

August 5, 2026

Frequency Electronics, Inc.
55 Charles Lindbergh Blvd.
Mitchel Field, New York 11553

Frequency Electronics, Inc.
Common Stock

Ladies and Gentlemen:

We have acted as special counsel to Frequency Electronics, Inc., a Delaware corporation (the "Company"), in connection with (i) the Registration Statement on Form S-3 (File No. 333-297549) (the "Registration Statement"), which was filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration under the Securities Act of (a) up to $100,000,000 in aggregate offering price of the Company's common stock, par value $1.00 per share (the "Common Stock"), and certain of its other securities, that may be offered and sold from time to time by the Company and (b) up to 1,000,000 shares of Common Stock that may be offered and sold from time to time by certain selling stockholders, which Registration Statement was declared effective by the SEC on July 21, 2026, and (ii) the issuance and sale by the Company of 1,347,826 shares of Common Stock, including 260,869 shares of Common Stock issued and sold by the Company upon exercise of the option to purchase additional shares granted to the Underwriters (the "Option Shares"), and the sale by the selling stockholders (the "Selling Stockholders") named in the Prospectus Supplement (as defined below) of 652,174 shares, in each case, pursuant to the Underwriting Agreement, dated as of July 28, 2026 (the "Underwriting Agreement"), by and among the Company, the Selling Stockholders and Morgan Stanley & Co. LLC, as representative of the several underwriters named in Schedule II thereto (the "Underwriters"), as described in the Company's prospectus, dated July 21, 2026, included in the Registration Statement (the "Base Prospectus"), and the final prospectus supplement, dated July 28, 2026 (the "Prospectus Supplement" and, together with the Base Prospectus, the "Prospectus"). This opinion letter is being furnished in accordance with the requirements of Item 16 of Form S-3 and Item 601(b)(5)(i) of Regulation S-K promulgated under the Securities Act.

Documents Reviewed

In connection with this opinion letter, we have examined the following documents:

(a) the Registration Statement;

(b) the Base Prospectus;

(c) the Prospectus Supplement; and

(d) the Underwriting Agreement.

In addition, we have examined and relied upon the following:

(i) a certificate from the Secretary of the Company certifying as to (A) true and correct copies of the Company's Certificate of Incorporation, as amended (the "Certificate of Incorporation"), and the Amended and Restated By-Laws of the Company (together with the Certificate of Incorporation, the "Organizational Documents") and (B) the resolutions of the Company's Board of Directors and pricing committee thereof authorizing, among other things, the filing of the Registration Statement, the offering and sale of the Option Shares and the execution and delivery of the Underwriting Agreement and the performance of its obligations thereunder (the "Authorizing Resolutions");

(ii) a certificate, dated August 5, 2026, issued by the Secretary of State of the State of Delaware, attesting to the corporate status of the Company in the State of Delaware (the "Delaware Certificate"); and

(iii) originals, or copies identified to our satisfaction as being true copies, of such other records, documents and instruments as we have deemed necessary for the purposes of this opinion letter.

"Applicable Law" means the Delaware General Corporation Law ("DGCL").

Assumptions Underlying Our Opinions

For all purposes of the opinions expressed herein, we have assumed, without independent investigation, the following:

(a) Factual Matters. To the extent that we have reviewed and relied upon (i) certificates of the Company or authorized representatives thereof, (ii) representations of the Company set forth in the Underwriting Agreement and (iii) certificates and assurances from public officials, all of such certificates, representations and assurances are accurate and complete with regard to factual matters and all official records (including filings with public authorities) are properly indexed and filed and are accurate and complete.

(b) Authentic and Conforming Documents. All documents submitted to us as originals are authentic, complete and accurate, and all documents submitted to us as copies conform to authentic original documents.

(c) Signatures; Legal Capacity. The signatures of individuals who have signed the Underwriting Agreement, or will sign any document required or permitted to be delivered thereunder, are genuine. All individuals who have signed the Underwriting Agreement, or will sign any document required or permitted to be delivered thereunder, have the legal capacity to execute the Underwriting Agreement or such other document.

(d) Underwriting Agreement Binding. The Underwriting Agreement and the documents required or permitted to be delivered thereunder are valid and binding obligations enforceable against the parties thereto in accordance with their terms.

(e) No Mutual Mistake, Amendments, etc. There has not been any mutual mistake of fact, fraud, duress or undue influence in connection with the offer and sale of the Option Shares contemplated by the Registration Statement and the Prospectus. There are no oral or written statements or agreements that modify, amend or vary, or purport to modify, amend or vary, any of the terms of the Underwriting Agreement.

Our Opinions

Based on and subject to the foregoing and the exclusions, qualifications, limitations and other assumptions set forth in this opinion letter, we are of the opinion that:

1. Organizational Status. The Company is a validly existing corporation under the laws of the State of Delaware and is in good standing under such laws.

2. Validity of Option Shares. The Option Shares are validly issued, fully paid and nonassessable.

Qualifications and Limitations Applicable to Our Opinions

The opinions set forth above are limited to the Applicable Law, and we do not express any opinion concerning any other law.

Miscellaneous

The foregoing opinions are being furnished only for the purpose referred to in the first paragraph of this opinion letter. Our opinions are based on statutes, regulations and administrative and judicial interpretations that are subject to change. This opinion letter is given as of the date hereof, and we undertake no responsibility to update or supplement these opinions subsequent to the date hereof. Headings in this opinion letter are intended for convenience of reference only and shall not affect its interpretation. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K being filed with the SEC on or about the date hereof, to the incorporation by reference of this opinion of counsel into the Registration Statement and to references to us under the caption "Legal Matters" in the Registration Statement and in the Prospectus Supplement relating to the Option Shares. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ McGuireWoods LLP