

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

| OMB APPROVAL | |
|--|-----------|
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| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Edenbrook Capital, LLC</u> (Last) (First) (Middle) <u>2 DEPOT PLAZA</u> (Street) <u>BEDFORD HILLS NY 10507</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>FREQUENCY ELECTRONICS INC [FEIM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2018</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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, \$1.00 par value ("Common Stock") | 09/14/2018 | | P | | 307 | A | \$8.3 | 1,159,158 | I | See footnotes ⁽¹⁾⁽³⁾ |
| Common Stock | 09/17/2018 | | P | | 1,790 | A | \$9.19 | 1,160,948 | I | See footnotes ⁽¹⁾⁽³⁾ |
| Common Stock | 09/18/2018 | | P | | 1,500 | A | \$9.87 | 1,162,448 | I | See footnotes ⁽¹⁾⁽³⁾ |
| Common Stock | | | | | | | | 271,504 | I | See footnotes ⁽²⁾⁽³⁾ |

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) | | 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) | | | | | |

1. Name and Address of Reporting Person*
Edenbrook Capital, LLC
 (Last) (First) (Middle)
2 DEPOT PLAZA
 (Street)
BEDFORD HILLS NY 10507
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Brolin Jonathan
 (Last) (First) (Middle)
2 DEPOT PLAZA
4TH FLOOR
 (Street)
BEDFORD HILLS NY 10507
 (City) (State) (Zip)

| | | |
|--|--------------------|-----------------------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| EDENBROOK LONG ONLY VALUE FUND, LP | | |
| (Last) | (First) | (Middle) |
| EDENBROOK CAPITAL, LLC | | |
| 2 DEPOT PLAZA, 4TH FLOOR | | |
| (Street) | | |
| BEDFORD HILLS | NY | 10507 |
| (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](#) [09/18/2018](#)
[Member](#)
[/s/ Jonathan Brolin](#) [09/18/2018](#)
[Edenbrook Long Only Value](#)
[Fund, LP, By: /s/ Jonathan](#)
[Brolin, Managing Member of](#) [09/18/2018](#)
[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.