
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM 8-K/A
(AMENDMENT NO. 1)**

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

Date of Report (Date of earliest event reported): September 20, 2017

FREQUENCY ELECTRONICS, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-8061
(Commission File Number)

11-1986657
(IRS Employer Identification No.)

55 Charles Lindbergh Blvd., Mitchel Field, NY
(Address of principal executive offices)

11553
(Zip Code)

Registrant's telephone number, including area code: **(516) 794-4500**

(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 (see General Instruction A.2. below):

- 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 18, 2017, Frequency Electronics, Inc., a Delaware corporation (the “Company”), filed a Form 8-K announcing the resignation of Ryan J. Levenson from the Company’s Board of Directors and its audit committee. Mr. Levenson resigned from the Company’s Board of Directors as a result of disagreements with the Company regarding certain operational decisions and corporate governance practices.

The purpose of this amendment is to disclose the letter, dated September 20, 2017, which the Company received from Mr. Levenson. The letter is attached here as Exhibit 17.3. The Company hereby advises that it cannot agree with the substance of such letter.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
17.3	<u>Letter, dated September 20, 2017, from Ryan Levenson of Privet Fund Management LLC to Martin Bloch and the Corporate Secretary of the Company</u>

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.

Date: September 22, 2017

FREQUENCY ELECTRONICS, INC.

By: /s/ Steven Bernstein _____

Name: Steven Bernstein

Title: Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
17.3	Letter, dated September 20, 2017, from Ryan Levenson of Privet Fund Management LLC to Martin Bloch and the Corporate Secretary of the Company.

PRIVET FUND

VIA EMAIL and Overnight Delivery.

Frequency Electronics, Inc.
55 Charles Lindbergh Blvd.
Mitchel Field, NY 11553
Attention: Martin Bloch, President
Corporate Secretary

September 20, 2017

Re: Form of 8-K of Frequency Electronics, Inc. (the "Company").

I have reviewed Item 5.02(a) of the Company's Form 8-K filed with the SEC as of September 18, 2017 and which became available on EDGAR this morning.

I note that the body of the Company's Form 8-K does not contain a description of the circumstances representing the disagreement that caused my resignation as required by Item 5.02(a) of Form 8-K. As you know, those circumstances are included, among other things, in my letter of September 12, 2017. Pursuant to Item 5.02(a)(3) of Form 8-K, I hereby advise you that I cannot at this time agree with the Company's disclosure under Item 5.02(a) since no description of those circumstances is included in the body of the Form 8-K.

Regretfully sincere,



Ryan Levenson