
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

Frequency Electronics, Inc.
(Name of Issuer)

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

358010106
(CUSIP Number)

Privet Fund LP
Attn: Ryan Levenson
79 West Paces Ferry Road, Suite 200B
Atlanta, GA 30305

With a copy to:

Rick Miller
Bryan Cave LLP
1201 W. Peachtree St., 14th Floor
Atlanta, GA 30309

Tel: (404) 572-6600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 12, 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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (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*).

SCHEDULE 13D

CUSIP No. 358010106

Page 2 of 6 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Privet Fund LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o	
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 990,164
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 990,164
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 990,164	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.3%	
14	TYPE OF REPORTING PERSON PN	

SCHEDULE 13D

CUSIP No. 358010106

Page 3 of 6 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Privet Fund Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC, AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o	
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 1,043,947
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,043,947
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,043,947	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12%	
14	TYPE OF REPORTING PERSON OO	

CUSIP No. 358010106

Page 4 of 6 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ryan Levenson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
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) <input type="checkbox"/>	
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 1,043,947
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,043,947
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,043,947	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12%	
14	TYPE OF REPORTING PERSON IN	

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on August 2, 2013 as amended to date (the “**Schedule 13D**”) by Privet Fund LP and Privet Fund Management LLC (collectively, “**Privet**”), Ryan Levenson (“**Levenson**” and collectively with Privet, the “**Reporting Persons**”), James Henderson (“**Henderson**”), General Lance Lord (“**Lord**”) and Ben Rosenzweig (“**Rosenzweig**”) with respect to the Common Stock, par value \$1.00 per share (the “**Common Stock**”) of Frequency Electronics, Inc., a Delaware corporation (the “**Company**”). Capitalized terms not otherwise defined herein are used as defined in the Schedule 13D. The undersigned hereby amend and supplement the Schedule 13D as follows:

Item 2. Identity and Background

Item 2 is hereby amended to add the following:

As reflected in the Termination Agreement described in Item 6 below, Henderson, Lord and Rosenzweig are no longer members of a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “**Act**”) with respect to the Company, and shall no longer be deemed to be “Reporting Persons” for purposes of the Schedule 13D.

As further set forth in Item 6, pursuant to a Joint Filing Agreement dated September 20, 2017, the Reporting Persons hereunder will continue filing joint statements on Schedule 13D as a group with respect to their beneficial ownership of securities of the Company to the extent required by applicable law.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On September 12, 2017, Levenson resigned from the Board of Directors of the Company as a result of disagreements with the Company regarding certain operational decisions and corporate governance practices.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended to include the following:

On September 20, 2017, the Reporting Persons hereunder, Henderson, Lord and Rosenzweig terminated the 2016 Joint Filing Agreement (see Item 6) and their agreement to participate as members of a “group” within the meaning of Section 13(d)(3) of the Act. On September 20, 2017, the Reporting Persons hereunder entered into a Joint Filing Agreement (see Item 6), pursuant to which they agreed to participate as members of a “group” within the meaning of Section 13(d)(3) of the Act. The group represented thereby continues to be the beneficial owner of more than five percent (5%) of the Common Stock.

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

Item 6 is hereby amended to include the following:

The Reporting Persons hereunder, Henderson, Lord and Rosenzweig were previously parties to a Joint Filing Agreement dated July 5, 2016 (the “**2016 Joint Filing Agreement**”), pursuant to which such parties agreed to jointly file with the Securities and Exchange Commission the Schedule 13D and any and all amendments thereto. The 2016 Joint Filing Agreement and the agreement of the parties thereto to participate as members of a “group” were terminated by a Termination Agreement, dated September 20, 2017 (the “**Termination Agreement**”). The Termination Agreement is filed herewith as [Exhibit 99.1](#) and is incorporated herein by reference.

The Reporting Persons hereunder entered into a Joint Filing Agreement, pursuant to which Privet Fund LP, Privet Fund Management LLC, and Levenson will participate as members of a “group” within the meaning of Section 13(d)(3) of the Act (the “**Joint Filing Agreement**”). The Joint Filing Agreement is filed herewith as [Exhibit 99.2](#) and incorporated herein by reference. Any descriptions herein of the Termination Agreement or the Joint Filing Agreement are qualified in their entirety by reference to the text of such documents filed herewith.

Item 7. Materials to be Filed as Exhibits.

[Exhibit 99.1](#) Termination Agreement, dated September 20, 2017, by and among Privet Fund LP, Privet Fund Management LLC, Ryan Levenson, James Henderson, General Lance Lord, and Ben Rosenzweig

[Exhibit 99.2](#) Joint Filing Agreement, dated September 20, 2017, by and among Privet Fund LP, Privet Fund Management LLC, and Ryan Levenson

Signature

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

Date: September 20, 2017

PRIVET FUND LP

By: Privet Fund Management LLC,
Its General Partner

By: /s/ Ryan Levenson
Name: Ryan Levenson
Its: Managing Member

PRIVET FUND MANAGEMENT LLC

By: /s/ Ryan Levenson
Name: Ryan Levenson
Its: Managing Member

/s/ Ryan Levenson
Ryan Levenson

TERMINATION AGREEMENT

This Termination Agreement ("Termination Agreement") is made and entered into as of September 20, 2017, by and among Privet Fund LP, Privet Fund Management LLC, Ryan Levenson, James Henderson, General Lance Lord, and Ben Rosenzweig (each a "Party," and collectively the "Parties"). Reference is hereby made to the Statement of Beneficial Ownership on Schedule 13D filed with the Securities and Exchange Commission by the Parties (as amended to date, the "Schedule 13D").

WHEREAS, the Parties entered into a Joint Filing and Solicitation Agreement, dated July 5, 2016 (the "Joint Filing Agreement"), pursuant to which the Parties agreed, among other things, to prepare jointly and file timely the Schedule 13D with respect to their respective beneficial ownership of the common stock, par value \$1.00 per share, of Frequency Electronics, Inc., a Delaware corporation (the "Common Stock"); and

WHEREAS, the Parties now mutually desire to terminate the Joint Filing Agreement and their participation as members of a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act").

NOW, THEREFORE, the Parties hereby agree as follows:

1. **Termination of Joint Filing Agreement.** The Joint Filing Agreement is hereby terminated and each of the Parties hereby expressly acknowledges and confirms that, as of the date hereof, the Joint Filing Agreement has been terminated and ceases to be of further effect.

2. **Termination of Group.** Each of the Parties hereby acknowledges and confirms that their participation as a member of a "group" within the meaning of Section 13(d)(3) of the Act as previously disclosed in the Schedule 13D be and herby is terminated.

3. **Further Amendments to Schedule 13D.** From and after the date hereof, no Party shall have any obligation to file any amendment to the Schedule 13D that may be required, in accordance with the rules and regulations promulgated under the Act, with respect to the Common Stock, except on such Party's own behalf or pursuant to such other agreements as such Party may enter.

4. **Release and Discharge.** Each of the Parties hereby mutually and unconditionally releases and discharges the other Parties, as applicable from all obligations under the Joint Filing Agreement to which each is a party.

5. **Counterparts.** This Termination Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, but all such counterparts shall together constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Parties have executed this Termination Agreement as of the date first set forth above.

PRIVET FUND LP

By: Privet Fund Management LLC,
Its General Partner

By: /s/ Ryan Levenson
Name: Ryan Levenson
Its: Managing Member

PRIVET FUND MANAGEMENT LLC

By: /s/ Ryan Levenson
Name: Ryan Levenson
Its: Managing Member

/s/ Ryan Levenson
Ryan Levenson

/s/ Ben Rosenzweig
Ben Rosenzweig

/s/ General Lance Lord
General Lance Lord

/s/ James Henderson
James Henderson

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended (the “Act”), the undersigned hereby agree to the joint filing on behalf of each of them of a statement on Schedule 13D and any amendments thereto with respect to the common stock of Frequency Electronics, Inc. and agree that this Joint Filing Agreement shall be included as an exhibit to such Schedule 13D.

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of September 20, 2017.

PRIVET FUND LP

By: Privet Fund Management LLC,
Its General Partner

By: /s/ Ryan Levenson

Name: Ryan Levenson

Its: Managing Member

PRIVET FUND MANAGEMENT LLC

By: /s/ Ryan Levenson

Name: Ryan Levenson

Its: Managing Member

/s/ Ryan Levenson

Ryan Levenson