

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)\*

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Frequency Electronics, Inc.  
(Name of Issuer)

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

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358010106  
(CUSIP Number)

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Jonathan Brolin  
2 Depot Plaza  
Bedford Hills  
New York 10507  
(914) 239-3117

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

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May 17, 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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(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).

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Edenbrook Capital, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

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)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER  
  
0

8. SHARED VOTING POWER  
  
794,869

9. SOLE DISPOSITIVE POWER  
  
0

10. SHARED DISPOSITIVE POWER   
  
794,869

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
794,869

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
9.11%

14. TYPE OF REPORTING PERSON  
  
IA, OO

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jonathan Brolin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

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)

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

794,869

9. SOLE DISPOSITIVE POWER

0

10. SHARES DISPOSITIVE POWER

794,869

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

794,869

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.11%

14. TYPE OF REPORTING PERSON

IN

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Item 1. Security and Issuer.

This statement on Schedule 13D (the "Schedule 13D") relates to the Common Stock, par value \$1.00 (the "Common Stock"), of Frequency Electronics, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 55 Charles Lindbergh Blvd., Mitchel Field, New York, 11553.

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Item 2. Identity and Background.

- (a)-(c) This Schedule 13D is being filed jointly by (i) Edenbrook Capital, LLC ("Edenbrook"), a New York limited liability company, as the investment manager to certain private investment funds, with respect to Common Stock owned by such private investment funds, and (ii) Jonathan Brolin ("Mr. Brolin"), a United States citizen and the principal of Edenbrook with respect to the Common Stock owned by such private investment funds (collectively, the "Reporting Persons").

Mr. Brolin's present principal occupation or employment is acting as a private investor. The principal business address of Mr. Brolin and Edenbrook is 2 Depot Plaza, Bedford Hills, New York 10507. Mr. Brolin is the Managing Member of Edenbrook and, as such, is in the position to determine the investment and voting decisions made by Edenbrook.

- (d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The net investment costs (including commissions, if any) of the Common Stock directly owned by the private investment funds advised by Edenbrook is approximately \$8,018,246.76. The Common Stock was purchased with the investment capital of the private investment funds advised by Edenbrook.

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Item 4. Purpose of Transaction.

No material changes have been made to the Reporting Persons' Item 4 disclosure in the 13D/A previously filed on December 22, 2016.

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Item 5. Interest in Securities of the Issuer.

- (a)-(c) As of the date hereof, (i) Edenbrook and Mr. Brolin may be deemed to be the beneficial owners of 794,869 shares of Common Stock, constituting 9.11% of the shares of Common Stock, based upon 8,729,682 shares of Common Stock outstanding as of March 15, 2017, as set forth in the Quarterly Report on 10-Q for the quarterly period ended January 31, 2017 filed by the Issuer on March 17, 2017.

Edenbrook has the sole power to vote or direct the vote of 0 shares of Common Stock; has the shared power to vote or direct the vote of 794,869 shares of Common Stock; has the sole power to dispose or direct the disposition of 0 shares of Common Stock; and has the shared power to dispose or direct the disposition of 794,869 shares of Common Stock.

Mr. Brolin has the sole power to vote or direct the vote of 0 shares of Common Stock; has the shared power to vote or direct the vote of 794,869 shares of Common Stock; has the sole power to dispose or direct the disposition of 0 shares of Common Stock; and has the shared power to dispose or direct the disposition of 794,869 shares of Common Stock.

The transactions by the Reporting Persons in the securities of the Issuer during the past sixty days are set forth in Exhibit B. All such transactions were carried out in open market transactions.

The Reporting Persons specifically disclaim beneficial ownership in the shares of Common Stock reported herein except to the extent of their pecuniary interest therein.

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

This Item is not applicable.

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Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement



SIGNATURE

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

May 18, 2017

\_\_\_\_\_  
(Date)

Edenbrook Capital, LLC

By: /s/Jonathan Brolin  
Jonathan Brolin, Managing Member

Jonathan Brolin  
/s/ Jonathan Brolin

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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AGREEMENT

The undersigned agree that this Amendment to Schedule 13D, dated May 18, 2017, relating to the Common Stock, par value \$1.00 of Frequency Electronics, Inc. shall be filed on behalf of the undersigned.

May 18, 2017

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(Date)

Edenbrook Capital, LLC

By: /s/ Jonathan Brolin

Jonathan Brolin, Managing Member

Jonathan Brolin

/s/ Jonathan Brolin

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**Schedule of Transactions in Shares by Private Funds Advised by Edenbrook**

Transaction Date	Title of Class	Number of Shares Purchased	Number of Shares Sold	Price per Share
3/20/17	Common Stock	1,000		10.9928
3/21/17	Common Stock	700		10.792
3/22/17	Common Stock	59		10.7
3/23/17	Common Stock	807		10.6965
3/23/17	Common Stock	400		10.6975
3/24/17	Common Stock	1,800		10.6931
3/27/17	Common Stock	141		10.7
3/27/17	Common Stock	650		10.6357
3/28/17	Common Stock	587		10.5
3/28/17	Common Stock	350		10.5463
3/29/17	Common Stock	6		10.5
3/30/17	Common Stock	500		10.91
3/31/17	Common Stock	1,000		10.9808
4/3/17	Common Stock	850		10.6559
4/5/17	Common Stock	100		10.7291
4/6/17	Common Stock	500		10.7681
4/10/17	Common Stock	750		10.6539
4/11/17	Common Stock	8,906		10.6
4/12/17	Common Stock	2		10.6
4/18/17	Common Stock	1,100		10.67
4/24/17	Common Stock	129		10.5725
4/24/17	Common Stock	1,298		10.6
4/25/17	Common Stock	11,000		10.5564
4/25/17	Common Stock	2,600		10.543
4/26/17	Common Stock	1,140		10.499
4/27/17	Common Stock	2,500		10.4094
4/27/17	Common Stock	1,167		10.474
4/28/17	Common Stock	1,200		10.5
5/2/17	Common Stock	600		10.4042
5/4/17	Common Stock	3,100		10.2831
5/5/17	Common Stock	2,418		10.0306
5/5/17	Common Stock	999		10.0899
5/15/17	Common Stock	5,435		9.9187
5/15/17	Common Stock	2,000		10.025
5/15/17	Common Stock	1,782		10.0012
5/17/17	Common Stock	2,300		9.816
5/17/17	Common Stock	2,355		9.75
5/18/17	Common Stock	25,000		9.75
5/18/17	Common Stock	5,000		9.703
5/18/17	Common Stock	4,700		9.7433