

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Privet Fund Management LLC</u>  (Last) (First) (Middle) 3280 PEACHTREE ROAD NE SUITE 2670  (Street) ATLANTA GA 30305  (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)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/02/2018		S		6,287	D	\$8.73	829,716	I	By Privet Fund LP <sup>(1)(2)</sup>
Common Stock	04/03/2018		S		1,900	D	\$8.69	827,816	I	By Privet Fund LP <sup>(1)(2)</sup>
Common Stock	04/05/2018		S		100,000	D	\$9	727,816	I	By Privet Fund LP <sup>(1)(2)</sup>
Common Stock	04/06/2018		S		58,100	D	\$9.04	669,716	I	By Privet Fund LP <sup>(1)(2)</sup>
Common Stock								53,783	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Privet Fund Management LLC  
  
 (Last) (First) (Middle)  
 3280 PEACHTREE ROAD NE  
 SUITE 2670  
  
 (Street)  
 ATLANTA GA 30305  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

**Privet Fund LP**

(Last) (First) (Middle)

3280 PEACHTREE ROAD NE  
SUITE 2670

(Street)  
ATLANTA GA 30305

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Levenson Ryan

(Last) (First) (Middle)

2396 DELLWOOD DRIVE

(Street)  
ATLANTA GA 30305

(City) (State) (Zip)

**Explanation of Responses:**

1. This report is filed jointly by Privet Fund LP, Privet Fund Management LLC and Ryan Levenson (collectively, the "Reporting Persons"). The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group disclosed in the Schedule 13D and any amendments thereto filed on behalf of the Reporting Persons and the other members of such group. As of April 6, 2018, the members of this Section 13(d) group collectively owned 8.95% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock held by the other members of such Section 13(d) group except to the extent of his or its pecuniary interest therein.

2. As of April 6, 2018, (i) 669,716 shares were owned directly by Privet Fund LP and indirectly by Privet Fund Management LLC and Ryan Levenson, and (ii) 53,783 shares were owned directly by Privet Fund Management LLC and indirectly by Ryan Levenson.

**Remarks:**

10% owner prior to transactions reported hereby.

/s/ Ryan Levenson 04/06/2018

/s/ Ryan Levenson, Managing  
Member, on behalf of Privet 04/06/2018  
Fund Management LLC

/s/ Ryan Levenson, Managing  
Member, on behalf of Privet  
Fund Management LLC, 04/06/2018

General Partner, on behalf of  
Privet Fund LP

\*\* 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.**