SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*
Bernstein Steven Lawrence

(Last) (First) (Middle)
C/O FREQUENCY ELECTRONICS, INC.
55 CHARLES LINDBERGH BLVD.

(Street)
MITCHEL FIELD NY 11553

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FREQUENCY ELECTRONICS INC [ FEIM ]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☐ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ 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) Code | V | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount | (A) or (D) | Price | 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 07/27/2023 | | A | | 20,000[(1)] | A | $0 | 45,437[(4)] | D | |
| Common Stock | 07/31/2024 | | A | | 30,000[(2)] | A | $0 | 75,437[(4)] | D | |
| Common Stock | 01/04/2025 | | F | | 4,140[(3)] | D | $18.47 | 71,297[(4)] | D | |
| Common Stock | 07/31/2025 | | A | | 40,000[(5)] | A | $0 | 111,297[(4)] | D | |
| Common Stock | 07/31/2025 | | F | | 9,022[(3)] | D | $26.6 | 102,275[(4)] | D | |
| Common Stock | 11/01/2025 | | F | | 92[(3)] | D | $36.47 | 102,183[(4)] | D | |
| Common Stock | 01/04/2026 | | F | | 5,341[(3)] | D | $50.54 | 96,842[(4)] | D | |
| Common Stock | 04/30/2026 | | A | | 30,000[(6)] | A | $0 | 126,842[(4)] | D | |
| Common Stock | | | | | | | | 5,244[(4)] | I | By 401(k) Savings Plan |

### 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) Code | V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable | Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title | Amount or Number of Shares | 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) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|

**Explanation of Responses:**

1. Performance based restricted stock units granted 01/04/2023. As of 07/27/2023 performance requirements have been met; vest in four equal annual installments commencing 01/04/2024.
2. Performance based restricted stock units granted 07/31/2023. As of 07/31/2024 performance requirements have been met; vest in four equal annual installments commencing 07/31/2024.
3. Shares withheld by the Company to cover tax obligations upon vesting of previously granted equity awards.
4. Updated to reflect reporting person's beneficial ownership as of [09/23/2026].
5. Performance based restricted stock units granted 05/13/2024. As of 07/31/2025 performance requirements have been met; vest in four equal annual installments commencing 07/31/2025.
6. Performance based restricted stock units granted 02/01/2026. As of 04/30/2026 performance requirements have been met. Restricted stock units vest in four equal annual installments commencing 02/01/2027.

/s/ Steven Bernstein 09/23/2026

** 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.**