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

FORM 8-K

**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 16, 2019**

Frequency Electronics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-8061
(Commission File Number)

11-1986657
(IRS Employer Identification
Number)

**55 Charles Lindbergh Blvd.,
Mitchel Field, New York 11553**
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report): **Not Applicable**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value \$1.00 per share)	FEIM	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On September 16, 2019, Frequency Electronics, Inc. (the “Company”) issued a press release announcing its financial results for the three months ended July 31, 2019. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release issued on September 16, 2019 by the Company announcing its financial results for the three months ended July 31, 2019](#)

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 16, 2019

FREQUENCY ELECTRONICS, INC.

By: /s/ Steven L. Bernstein

Name: Steven L. Bernstein

Title: Chief Financial Officer, Secretary and Treasurer

PRESS RELEASE**Frequency Electronics, Inc. Announces First Quarter Fiscal Year 2020 Results**

Mitchel Field, NY, September 16, 2019 – Frequency Electronics, Inc. (“FEI” or the “Company”) (NASDAQ-FEIM) reported revenues for the first quarter of fiscal 2020 ended July 31, 2019, of \$12.6 million compared to \$11.0 million for the first quarter of fiscal 2019. The Company reported an operating loss of \$780,000 for the first quarter of fiscal 2020 compared to operating income of \$85,000 for the same period of fiscal 2019. Net loss was \$591,000 or (\$0.07) per diluted share compared to net income of \$31,000 or less than \$0.01 per diluted share for the first quarter of fiscal 2019.

FEI CEO, Stan Sloane, commented on first quarter results, “I am very encouraged by bookings this year. We continue to see increases in new business opportunities and, once again this quarter, the total number of bids outstanding is the largest in company history. This bodes well for future growth. While there is a lag between booking and revenue recognition, bookings are the best indicators of future revenue growth. While revenue increased period to period, we are incurring additional engineering costs associated with product developments that impacted gross margins. These developments are pushing the state of the art technically and while we work our way through the short term technical developments, the new capabilities these products afford for precision time and frequency distribution, electronic warfare capabilities and RF distribution, are expected to generate significant future business.”

Fiscal 2020 Selected Financial Metrics and Other Items

- First quarter sales for non-space related U.S. Government/DOD, end use were \$6.7 million compared to \$4.8 million for the same period of fiscal 2019. Sales for U.S. Government/DOD non-space end use accounted for approximately 54% of consolidated revenues for the first quarter compared to 44% of consolidated revenues for the first quarter of fiscal 2019.
 - For the first quarter of fiscal 2020 satellite related revenues, both for Government/DOD and commercial end use were approximately \$3.9 million compared to \$5.5 million for the same period of fiscal 2019. Commercial and U.S. Government satellite payload programs accounted for approximately 31% of consolidated revenues for the first quarter, compared to 50% in the first quarter of fiscal 2019.
 - Sales for other commercial and industrial applications were approximately \$1.9 million for the first quarter fiscal 2020 compared to \$0.7 million for the same period of fiscal 2019. Commercial and industrial applications accounted for approximately 15% of consolidated revenues for the first quarter, compared to 6% in the same quarter of the prior year.
 - Research and development expense was \$2.3 million in the first quarter of fiscal 2020 compared to \$1.6 million for the same period of fiscal 2019.
 - For the quarter ended July 31, 2019 the Company generated nominal positive cash flows from operation
 - Backlog at the end of the quarter ended July 31, 2019 was approximately \$35 million.
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Investor Conference Call

As previously announced, the Company will hold a conference call to discuss these results on Monday, September 16, 2019, at 4:30 PM Eastern Time. Investors and analysts may access the call by dialing 1-844-407-9500. International callers may dial 1-862-298-0850. Ask for the Frequency Electronics conference call.

The archived call may be accessed by calling 1-877-481-4010 (domestic), or 1-919-882-2331 (international), use pin 53664 for one week following the call. Subsequent to that, the call can be accessed via a link available on the company's website through December 16, 2019.

About Frequency Electronics

Frequency Electronics, Inc. is a world leader in the design, development and manufacture of high precision timing, frequency control and synchronization products for space and terrestrial applications. Frequency's products are used in satellite payloads and in other government, military and commercial, systems including C4ISR, EW, missiles, UAVs, aircraft, secure communications, energy exploration and wireline and wireless communication networks. With over one thousand systems delivered to defense department and commercial customers, Frequency has received more than 100 awards for excellence in providing high performance electronic assemblies for over 150 space and DOD programs. The Company invests significant resources in research and development to expand its capabilities and markets.

Frequency's Mission Statement: "Our mission is to provide precision time and low phase noise frequency generation systems from 1 Hz to 50 GHz, for space and other challenging environments."

Subsidiaries and Affiliates: FEI-Zyfer provides GPS and secure timing ("SAASM") capabilities for critical military and commercial applications; FEI-Elcom Tech provides sub-systems for Electronic Warfare ("EW") and added resources for state-of-the-art RF microwave products. Frequency's Morion affiliate supplies high-quality, cost effective oscillators and quartz components for commercial applications. Additional information is available on the Company's website: www.frequencyelectronics.com

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:

The Statements in this press release regarding the future constitute "forward-looking" statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, inability to integrate operations and personnel, actions by significant customers or competitors, general domestic and international economic conditions, consumer spending trends, reliance on key customers, continued acceptance of the Company's products in the marketplace, competitive factors, new products and technological changes, product prices and raw material costs, dependence upon third-party vendors, competitive developments, changes in manufacturing and transportation costs, the availability of capital, and other risks detailed in the Company's periodic report filings with the Securities and Exchange Commission. By making these forward-looking statements, the Company undertakes no obligation to update these statements for revisions or changes after the date of this release.

Contact information: Stanton Sloane, President, Chief Executive Officer, Steven Bernstein, Chief Financial Officer Martin Bloch, Executive Chairman of the Board

TELEPHONE: (516) 794-4500

WEBSITE: WWW.FREQUENCYELECTRONICS.COM

Frequency Electronics, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations

Quarter Ended
July 31,

2019

2018

(unaudited) (unaudited)

(in thousands except per share data)

Revenues	\$	12,554		\$	11,011
Cost of revenues		8,601			6,737
Gross margin		3,953			4,274
Selling and Administrative		2,453			2,540
Research and Development		2,280			1,649
Operating (Loss) Income		(780)			85
Interest and Other, Net		209			(47)
(Loss) Income before Income Taxes		(571)			38
Income Tax Provision		20			7
Net (Loss) Income	\$	(591)		\$	31

Net (loss) income per share:

Basic	\$	(0.07)		\$	0.00
Diluted	\$	(0.07)		\$	0.00

Weighted Average Shares Outstanding:

Basic and diluted	9,001		8,876
Basic and diluted	9,001		8,990

Frequency Electronics, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	July 31, 2019	April 30, 2019
	(unaudited)	(unaudited)
	(in thousands)	
<u>ASSETS</u>		
Cash & Marketable Securities	\$ 11,255	\$ 11,882
Accounts Receivable, Net	7,328	6,362
Costs and Estimated Earnings in Excess of Billings, Net	7,204	6,670
Inventories, Net	23,201	23,356
Other Current Assets	2,549	3,082
Current Assets Held for Sale	-	1,347
Property, Plant & Equipment, Net	13,151	13,038
Right-of-Use Assets	11,840	-
CSV of Life Insurance	14,466	14,292
Other Assets	4,170	6,540
Non-Current Assets Held for Sale	-	202
	\$ 95,164	\$ 86,771
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Lease liability, current	\$ 1,883	\$ -
Other current liabilities	4,661	4,759
Current Liabilities Held for Sale	-	1,078
Non-Current Lease Liability	10,193	-
Other Long-term Obligations	15,591	15,592
Non-Current Liabilities Held for Sale	-	2,253
Stockholders' Equity	62,836	63,089
	\$ 95,164	\$ 86,771