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

#### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 5)\*

## 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)

#### July 7, 2016

(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  $\square$ .

*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).

CUSIP	No. <b>358010106</b>		Page 2 of 10 Pages				
1	1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Privet Fund LP						
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\flat$ (b) $\Box$					
3	SEC USE ONL	SEC USE ONLY					
4	SOURCE OF F	UNDS	WC				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$						
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
	NUMBER OF 7 SOLE VOTING POWER SHARES 0						
BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 951,678							
	EACH 9 SOLE DISPOSITIVE POWER 0						
	PERSON WITH:  10 SHARED DISPOSITIVE POWER 951,678						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 951,678						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES b						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						

TYPE OF REPORTING PERSON

PN

CUSIP	No. <b>358010106</b>			Page 3 of 10 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) þ						
				(b) □			
3	SEC USE ONLY	•					
	COLIDGE OF FI	INIDC					
4	SOURCE OF FU	INDS	WC, AF				
5	CHECK DOV II	DISCLOSURE	OF LEGAL PROCEEDINGS IS REQUIRED P	TIDCLIANT TO ITEMS 2(4) or			
	CHECK BOX IF 2(e) □	DISCLUSURE	OF LEGAL PROCEEDINGS IS REQUIRED P	ORSUANT TO TIEMS 2(d) or			
	2(e) $\Box$						
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
	CITIZENOIM ONTENCE OF ONOMINIZATION Delaware						
NU	NUMBER OF 7 SOLE VOTING POWER						
SHARES 0							
	IEFICIALLY		VOTING POWER				
OWNED BY <b>1,005,461</b>							
D.F.	_	9 SOLE DIS	SPOSITIVE POWER				
	REPORTING 0						
			DISPOSITIVE POWER				
	1,005,401						
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □						
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
		DTINC DEDCOM	1				
		KIING PEKSON	N .				
BEN OV RE F	SHARES JEFICIALLY WNED BY EACH PORTING PERSON WITH: AGGREGATE A 1,005,461 CHECK BOX IF PERCENT OF C 11.5%	0 8 SHARED 1,005,461 9 SOLE DIS 0 10 SHARED 1,005,461 MOUNT BENEF	VOTING POWER  SPOSITIVE POWER  DISPOSITIVE POWER  FICIALLY OWNED BY EACH REPORTING TO SERVING TO SE				

CUSIP	No. <b>358010106</b>			Page 4 of 10 Pages				
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON							
	Ryan Leven	Ryan Levenson						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) b							
	(b) □							
3	SEC USE ONLY	7						
4	SOURCE OF FU	JNDS						
			AF					
5		DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED P	JRSUANT TO ITEMS 2(d) or				
	2(e) □							
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States							
NII	MDED OF	7	SOLE VOTING POWER					
		/	SOLE VOTING POWER					
SHARES 0 BENEFICIALLY 8 SHARED VO			CHARED MOTING DOMED					
	WNED BY	8	SHARED VOTING POWER 1,005,461					
	EACH	9	SOLE DISPOSITIVE POWER	_				
RE	EPORTING	9	o					
]	PERSON	10	SHARED DISPOSITIVE POWER					
WITH: 1,005,461								
11								
	1,005,461							
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	11.5%							
14	TYPE OF REPC	RTIN	G PERSON					
	IN							

CUSIP No. **358010106** 

CUSIP	No. <b>358010106</b>							Page 5 of 10 Pages
	_							
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON							
	Ben Rosenzy			E 4 1 (E) (DED	OF A OPOL			( ) 1
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) b							
3	SEC USE ONLY	i.7						(b) 🗆
3	SEC USE ONL	I						
4	SOURCE OF F	UNDS	Not Applicable	 ዮ				
-		01.20	- tot i -pp.:euo.	_				
5	CHECK BOX II	F DISC	CLOSURE OF I	LEGAL PROCE	EEDINGS IS	REQUIRED F	PURSUANT T	O ITEMS 2(d) or 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States							
NII	IMDED OF	7	COLE VOTIN	C DOMED				
NUMBER OF 7 SOLE VOTING POWER SHARES 0								
	BENEFICIALLY 8 SHARED VOTING POWER							
O	OWNED BY 0							
	EACH	9	SOLE DISPOS	SITIVE POWEI	R			
	EPORTING		0					
	PERSON WITH:	10	SHARED DIS	POSITIVE POV	WER			
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
12	CHECK DOV IE THE ACCRECATE AMOUNT IN DOW (41) EVOLUDES CERTAIN SHARES							
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □							
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0%							
14	TYPE OF REPO	ORTIN	G PERSON					
	IN		CILICOI					

CUSIP No. <b>358010106</b>							Page 6 of 10 Pages		
							_		
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON								
		General Lance Lord							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\underline{b}$								
		(b) 🗆							
3	SEC USE ONLY	7							
4	COLUDGE OF FI	INIDO	NT . A 1' 11						
4	SOURCE OF FU	JND2	Not Applicable						
5	CHECK BOX II	DISC	CLOSURE OF LEG	AL PROCEEDINGS	S IS REQUIRED P	IIRSIIANT TO ITE	MS 2(d)		
,	or $2(e)$	DISC	LEOSUNE OF ELO	TE I ROCLEDINGS	15 REQUIRED I	OKSOMVI TO III	1115 2(d)		
	01 =(0) =								
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States								
NUMBER OF 7 SOLE VOTING POWER									
SHARES 0									
BENEFICIALLY 8 SHARED VOTING POWER			G POWER						
O'	OWNED BY 0								
DE	EACH 9 SOLE DISPOSITIVE POWER REPORTING								
	PERSON	10	CITABLE DICEOC	TITIVE DOMED					
	WITH:  10 SHARED DISPOSITIVE POWER								
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
0									
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\Box$								
13	PERCENT OF C	CLASS	S REPRESENTED E	BY AMOUNT IN RO	OW (11)				
	0%								
14	TYPE OF REPO	RTIN	G PERSON						
	IN								

CUSIF	No. <b>358010106</b>	6	Page 7 of 10 Pages				
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	James Hend						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\underline{b}$						
	(b) □						
3	SEC USE ONL	_Y					
4	SOLIDCE OF E	FUNDS Not Applicable					
4	SOURCE OF F	FONDS Not Applicable					
5	CHECK BOX I	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	Γ TO ITEMS 2(d) or 2(e)				
		·					
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States						
NUMBER OF 7 SOLE VOTING POWER							
	SHARES	O CHARD VOTING BOLVED					
BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 0							
	EACH 9 SOLE DISPOSITIVE POWER						
RI	REPORTING 0						
	PERSON 10 SHARED DISPOSITIVE POWER						
	WITH:						
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	0						
12		IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SH	ARES □				
13		CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0%						
11	14 TYPE OF DEDODTING DEDOON						

CUSIP No. **358010106** Page 8 of 10 Pages

#### **SCHEDULE 13D**

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on August 2, 2013, as amended on December 30, 2013, December 19, 2014, June 15, 2015, and July 5, 2016 (as amended, the "Schedule 13D") filed by Privet Fund LP and Privet Fund Management LLC (collectively, "Privet"), Ryan Levenson ("Levenson"), James Henderson ("Henderson"), General Lance Lord ("Lord") and Ben Rosenzweig ("Rosenzweig" and collectively with Privet, Levenson, Henderson and Lord, the "Reporting Persons") 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 Reporting Persons hereby amend and supplement the Schedule 13D as follows:

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

Item 3 is hereby amended and restated in its entirety to read as follows:

The Reporting Persons may be deemed to constitute a group pursuant to Rule 13d-5(b) as a result of entering into a Joint Filing and Solicitation Agreement as previously described and filed as an exhibit to the Schedule 13D. If the Reporting Persons are deemed to have formed a group, the Reporting Persons could be deemed to beneficially own the shares collectively held by the group, which would be an aggregate 1,005,461 shares or 11.5% of the Common Stock of the Company; however, each of the Reporting Persons disclaims beneficial ownership of the shares held by other members of the group except as expressly set forth herein.

The aggregate purchase price of the 1,005,461 shares of Common Stock beneficially owned by the Reporting Persons is approximately \$10,430,997.74, not including brokerage commissions, which was funded with partnership funds of Privet Fund LP and with assets under separately managed accounts with Privet Fund Management LLC. Privet Fund LP effects purchases of securities primarily through margin accounts maintained for it with prime brokers, which may extend margin credit to it as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the prime brokers' credit policies.

#### Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated in its entirety to read as follows:

(a) As of the date of this filing, the Reporting Persons beneficially own 1,005,461 shares of Common Stock, or approximately 11.5% of the outstanding Common Stock (calculated based on information included in the Form 10-Q filed by the Corporation for the calendar quarter ended January 31, 2016, which reported that 8,729,682 shares of Common Stock were outstanding as of March 11, 2016).

CUSIP No. **358010106** Page 9 of 10 Pages

## **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: July 15, 2016 PRIVET FUND LP

By: Privet Fund Management LLC,

Its General Partner

By: <u>/s/ Ryan Levenson</u> Name: Ryan Levenson Its: Managing Member

## PRIVET FUND MANAGEMENT LLC

By: <u>/s/ Ryan Levenson</u> Name: Ryan Levenson Its: Managing Member

<u>/s/ Ryan Levenson</u> Ryan Levenson

<u>/s/ James Henderson</u> James Henderson

<u>/s/ General Lance Lord</u> General Lance Lord

/s/ Ben Rosenzweig Ben Rosenzweig

CUSIP No. <b>358010106</b>	Page 10 of 10 Pages

#### **SCHEDULE 1**

# Shares Acquired or Sold by the Reporting Persons in the Last 60 Days or Since Their Most Recent Schedule 13D Filing:

## 1. Privet Fund LP (1)

Trade Date	Nature of Transaction (Purchase/Sale)	Number of Shares	Price Per Share
7/6/2016	Purchase	80,031	\$9.4838 (2)(3)
7/7/2016	Purchase	28,400	\$10.8966 (4)
7/8/2016	Purchase	43,175	\$11.1400 (2)(5)

# 2. Privet Fund Management LLC (1)

	Nature of Transaction	Number of	
Trade Date	(Purchase/Sale)	Shares	Price Per Share
7/11/2016	Purchase	5,000	\$11.6524 (2)(6)

<sup>(1)</sup> Not including any brokerage fees.

- (3) These shares were purchased at prices ranging from \$9.30-\$10.00, inclusive.
- (4) These shares were purchased at prices ranging from \$10.72-\$11.00, inclusive.
- (5) These shares were purchased at prices ranging from \$10.95-\$11.25, inclusive.
- (6) These shares were purchased at prices ranging from \$11.50-\$11.99, inclusive.

<sup>(2)</sup> The price per share reported is a weighted average price. The Reporting Persons undertake to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, further information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (3), (4), (5), and (6) to this Schedule 13D.