

EDENBROOK LONG ONLY VALUE FUND, LP  
 Form 4  
 September 18, 2018

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Edenbrook Capital, LLC

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2 DEPOT PLAZA,  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/14/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BEDFORD HILLS, NY 10507  
 (City) (State) (Zip)

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

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) | 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) |   |                       |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                       |
|   |                                      |  |                                | Code  | V   | Amount   |   |   |                       |
| Common Stock, \$1.00 par value ("Common Stock") | 09/14/2018                           |  | P                              | 307   | A   | \$ 8.3   | 1,159,158   | I | See footnotes (1) (3) |
| Common Stock                                    | 09/17/2018                           |  | P                              | 1,790   | A   | \$ 9.19  | 1,160,948   | I | See footnotes (1) (3) |
| Common Stock                                    | 09/18/2018                           |  | P                              | 1,500   | A   | \$ 9.87  | 1,162,448   | I | See footnotes (1) (3) |

|                 |         |   |                             |
|-----------------|---------|---|-----------------------------|
| Common<br>Stock | 271,504 | I | See<br>footnotes<br>(2) (3) |
|-----------------|---------|---|-----------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Edenbrook Capital, LLC<br>2 DEPOT PLAZA<br>BEDFORD HILLS, NY 10507  | X             | X         |         |       |
| Brolin Jonathan<br>2 DEPOT PLAZA<br>4TH FLOOR<br>BEDFORD HILLS, NY 10507  | X             | X         |         |       |
| EDENBROOK LONG ONLY VALUE FUND, LP<br>EDENBROOK CAPITAL, LLC<br>2 DEPOT PLAZA, 4TH FLOOR<br>BEDFORD HILLS, NY 10507 | X             | X         |         |       |

## Signatures

Edenbrook Capital, LLC; By: /s/ Jonathan Brolin, Managing Member

09/18/2018

\*\*Signature of Reporting Person

Date

/s/ Jonathan Brolin

09/18/2018

\_\_Signature of Reporting Person

Date

Edenbrook Long Only Value Fund, LP, By: /s/ Jonathan Brolin, Managing Member of  
Edenbrook Capital Partners, LLC

09/18/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) These securities are held by Edenbrook Long Only Value Fund, LP, a private fund managed by Edenbrook Capital, LLC and may be deemed to be beneficially owned by Edenbrook Capital, LLC by virtue of its role as the investment manager of such private fund. In addition, Jonathan Brolin may be deemed to be a beneficial owner of such securities by virtue of his role as managing member of Edenbrook Capital, LLC.

(2) These securities are held in the account of a private fund managed by Edenbrook Capital, LLC and may be deemed to be beneficially owned by Edenbrook Capital, LLC by virtue of its role as the investment manager of such private funds. In addition, Jonathan Brolin may be deemed to be a beneficial owner of such securities by virtue of his role as managing member of Edenbrook Capital, LLC.

(3) Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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