Edenbrook Capital, LLC Form 4 April 04, 2019

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

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

may continue. See Instruction

1(b).

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obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

Edenbrook Capital, LLC

(First) (Middle)

2 DEPOT PLAZA.

(Last)

(City)

(Street)

(State)

BEDFORD HILLS, NY 10507

2. Issuer Name and Ticker or Trading

Symbol

FREQUENCY ELECTRONICS INC [FEIM]

(Month/Day/Year) 04/03/2019

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

3. Date of Earliest Transaction

Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

_X__ Director

Applicable Line)

Officer (give title

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed 4 and : (A) or	of (D)	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, \$1.00 par value ('Common Stock')	04/03/2019		Р				1,184,642	I	See footnotes (1) (3)
Common Stock	04/04/2019		P	300	A	\$ 11.64	1,184,942	I	See footnotes (1) (3)
Common Stock	04/04/2019		P	20,000	A	\$ 11.7	1,204,942	I	See footnotes

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5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

_X__ 10% Owner _ Other (specify Common Stock See I footnotes (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.

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of the France France	Director	10% Owner	Officer	Other		
Edenbrook Capital, LLC 2 DEPOT PLAZA BEDFORD HILLS, NY 10507	X	X				
Brolin Jonathan 2 DEPOT PLAZA, 4TH FLOOR BEDFORD HILLS, NY 10507	X	X				
EDENBROOK LONG ONLY VALUE FUND, LP 2 DEPOT PLAZA 4TH FL BEDFORD HILLS, NY 10507	X	X				

Signatures

Edenbrook Capital, LLC; By: /s/ Jonathan Brolin, Managing Member			
**Signature of Reporting Person	Date		
/s/ Jonathan Brolin	04/04/2019		

Reporting Owners 2

**Signature of Reporting Person

Date

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

04/04/2019

**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).
- 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.
- These securities are held in the account of a private fund managed by Edenbrook Capital, LLC and may be deemed to be beneficially (2) 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.
- Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of its or his pecuniary (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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