

FREQUENCY ELECTRONICS INC  
Form 8-K  
December 28, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): December 27, 2010

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 No.)
55 Charles Lindbergh Blvd., Mitchel Field, New York (Address of Principal Executive Offices)		11553 (Zip Code)

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

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(Former Name or Former Address, if Changed Since Last Report)

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

E. Donald Shapiro, a member of the Board of Directors of Frequency Electronics, Inc. (the "Company"), died on December 27, 2010. Mr. Shapiro served as a director of the corporation since 1998, most recently as chairman of the Company's Audit Committee and as a member of the Company's Compensation Committee.

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SIGNATURES

Under the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the authorized undersigned.

By: /s/ Alan Miller  
Name: Alan Miller  
Title: Secretary, Treasurer and  
Chief Financial Officer

Dated: December 28, 2010

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