

FREQUENCY ELECTRONICS INC
Form SC 13D/A
July 15, 2016

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 " .

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*).

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NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Privet Fund LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware**

6

NUMBER OF SOLE VOTING POWER

7

SHARES **0**

SHARED VOTING POWER

BENEFICIALLY **8**

951,678

OWNED BY SOLE DISPOSITIVE POWER

9

EACH **0**

REPORTING SHARED DISPOSITIVE POWER

10

PERSON **951,678**
WITH:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

951,678

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

10.9%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. **358010106** 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)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION **Delaware**

NUMBER OF	SOLE VOTING POWER
7	
SHARES	0
	SHARED VOTING POWER
BENEFICIALLY	8
	1,005,461
OWNED BY	SOLE DISPOSITIVE POWER
9	
EACH	0
REPORTING	SHARED DISPOSITIVE POWER
PERSON	10
WITH:	1,005,461

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,005,461

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 **11.5%**

14 TYPE OF REPORTING PERSON

00

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NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Ryan Levenson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION **United States**

6

NUMBER OF SOLE VOTING POWER

7

SHARES **0**

SHARED VOTING POWER

BENEFICIALLY **8**

1,005,461

OWNED BY SOLE DISPOSITIVE POWER

9

EACH **0**

REPORTING

SHARED DISPOSITIVE POWER

PERSON **10**

WITH: **1,005,461**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,005,461

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.5%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. **358010106** Page 5 of 10 Pages

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1
Ben Rosenzweig

(a)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(b)

SEC USE ONLY

3
SOURCE OF FUNDS **Not Applicable**

4
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION **United States**
6

	SOLE VOTING POWER
7	
NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY 8	
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING 9	
PERSON	0
WITH:	SHARED DISPOSITIVE POWER
10	
	0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11
0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
0%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. **358010106** Page 6 of 10 Pages

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1
General Lance Lord

(a)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(b)

SEC USE ONLY

3
SOURCE OF FUNDS **Not Applicable**

4
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION **United States**
6

	SOLE VOTING POWER
7	
NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY 8	
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING 9	
PERSON	0
WITH:	SHARED DISPOSITIVE POWER
10	
	0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11
0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
0%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. **358010106** Page 7 of 10 Pages

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1
James Henderson

(a)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(b)

SEC USE ONLY

3
SOURCE OF FUNDS **Not Applicable**

4
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION **United States**
6

	SOLE VOTING POWER
7	
NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY 8	
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING 9	
PERSON	0
WITH:	SHARED DISPOSITIVE POWER
10	
	0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11

0
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
0%

14 TYPE OF REPORTING PERSON

IN

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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).

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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: /s/ Ryan Levenson
Name: Ryan Levenson
Its: Managing Member

PRIVET FUND MANAGEMENT LLC

By: /s/ Ryan Levenson
Name: Ryan Levenson
Its: Managing Member

/s/ Ryan Levenson
Ryan Levenson

/s/ James Henderson
James Henderson

/s/ General Lance Lord
General Lance Lord

/s/ Ben Rosenzweig
Ben Rosenzweig

CUSIP No. **358010106** 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)

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

(1) Not including any brokerage fees.

(2) 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.

(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.