

FREQUENCY ELECTRONICS INC  
Form 8-K  
October 09, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): October 8, 2014

FREQUENCY ELECTRONICS, INC.  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-8061<br>(Commission<br>File Number) | 11-1986657<br>(I.R.S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

|   |                     |
|---|---------------------|
| 55 Charles Lindbergh Blvd., Mitchel Field, NY<br>(Address of principal executive offices) | 11553<br>(Zip Code) |
|---|---------------------|

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

NONE  
(Former name, former address and former fiscal year, 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))
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## ITEM 5.07. Submission of Matters to a Vote of Security Holders

On October 8, 2014, Frequency Electronics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As of August 27, 2014, the record date for the Annual Meeting, there were 8,590,094 shares of Common Stock of the Company entitled to vote at the Annual Meeting. A total of 8,176,914 shares or 95% of the shares of Common Stock entitled to vote at the Annual Meeting were represented in person or by proxy and the stockholders:

- elected each of the Company’s nominees for director to serve for terms of one year and until their successors are elected and qualified,
- ratified the appointment of EisnerAmper LLP as the Company’s independent auditors for fiscal year 2015, and
  - approved, on a non-binding basis, the Company’s executive compensation plan.

The voting results at the Annual Meeting were as follows:

## 1. Election of the following five directors:

| DIRECTOR                | FOR       | AGAINST | WITHHELD  | BROKER<br>NON-VOTES |
|-------------------------|-----------|---------|-----------|---------------------|
| Joseph P.<br>Franklin   | 4,497,945 | 0       | 2,062,231 | 1,616,738           |
| Martin B.<br>Bloch      | 4,390,610 | 0       | 2,169,566 | 1,616,738           |
| Joel Girsky             | 5,622,077 | 0       | 938,099   | 1,616,738           |
| S. Robert<br>Foley, Jr. | 5,638,247 | 0       | 921,929   | 1,616,738           |
| Richard<br>Schwartz     | 5,648,787 | 0       | 911,389   | 1,616,738           |

## 2. Ratification of the appointment of EisnerAmper LLP as the Company’s independent auditors for fiscal year 2015.

| FOR       | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|-----------|---------|---------|---------------------|
| 7,977,329 | 187,826 | 11,759  | 0                   |

## 3. Non-binding advisory vote on executive compensation.

| FOR       | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|-----------|---------|---------|---------------------|
| 6,460,041 | 43,298  | 56,836  | 1,616,739           |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FREQUENCY ELECTRONICS, INC.

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

Dated: October 9, 2014