

**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): **September 11, 2020**

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
Number)

**55 Charles Lindbergh Blvd.,
Mitchel Field, New York 11553**

(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report): **Not Applicable**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value \$1.00 per share)	FEIM	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On September 11, 2020, Martin B. Bloch delivered a letter to the Board of Directors (the “Board”) of Frequency Electronics, Inc. (the “Company”) informing the Board of his decision to resign from the Board effective immediately. Mr. Bloch was not a member of any committee of the Board at the time of his resignation, and Mr. Bloch’s term as a director was set to expire at the 2020 annual meeting of stockholders scheduled for October 7, 2020, as the Board did not re-nominate Mr. Bloch for election.

In his resignation letter, a copy of which is attached as Exhibit 17.1 to this Current Report on Form 8-K, Mr. Bloch made statements regarding his belief that there have been wrongful actions taken by certain members of the Board and Company management on matters relating to the Company’s operations, policies and practices. Mr. Bloch’s resignation letter also purports to describe certain events supporting his assertions. The Board and the Company strongly disagree with Mr. Bloch’s assertions and note that Mr. Bloch has filed a complaint against the Company and the members of the Board, which was previously disclosed on a Current Report on Form 8-K filed by the Company on January 31, 2020. The Company believes the proper forum to resolve the litigation with Mr. Bloch is through the pending proceedings, and therefore the Company will not include a detailed refutation of Mr. Bloch’s assertions in this Current Report on Form 8-K.

In accordance with the requirements of Item 5.02 of Form 8-K, the Company has provided Mr. Bloch with a copy of the disclosures contained in this Current Report on Form 8-K no later than the day on which the Company filed this Current Report on Form 8-K with the U.S. Securities and Exchange Commission.

Item 7.01. Regulation FD Disclosure.

On September 14, 2020, the independent directors of the Company issued a statement in response to Mr. Bloch’s resignation letter, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 7.01 (including Exhibit 99.1) is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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| 17.1 | Letter, dated September 11, 2020, from Martin B. Bloch to the Board of Directors of Frequency Electronics, Inc. |
| 99.1 | Statement of the independent directors of Frequency Electronics, Inc., dated September 14, 2020 |
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SIGNATURE

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.

Date: September 14, 2020

FREQUENCY ELECTRONICS, INC.

By: /s/ Steven L. Bernstein

Name: Steven L. Bernstein

Title: Chief Financial Officer, Secretary and Treasurer

MARTIN BLOCH

124 SHUTTER LANE, OYSTER BAY, NEW YORK 11771

September 11, 2020

**BY E-MAIL AND
FEDERAL EXPRESS**

Board of Directors
Frequency Electronics, Inc.
55 Charles Lindbergh Boulevard
Mitchel Field, New York 11553
Attention: Dr. Stanton Sloane, President and Chief Executive Officer

Gentlemen,

I am the founder of Frequency Electronics, Inc. I have held positions as CEO, Chief Scientist, and Executive Chairman of the Board of Frequency Electronics, Inc. (the "Company"). I am currently a Member of the Board of Directors of the Company. Pursuant to Section 141(b) of the Delaware General Corporation Law and Section 2.2 of the Amended and Restated Bylaws of the Company, I hereby resign from the Board of Directors of the Company, effective immediately, given that I believe there have been wrongful actions taken by the incumbent Board majority and Management, on matters relating to the Company's operations, policies and practices. This resignation is with specific reference to item 5.02(a)(1) of SEC Form 8-K as my statement of the circumstances surrounding my resignation. Among other things, I believe the following constitute bad faith and wrongful conduct:

- o In late 2019/early 2020, I identified a major defect on two DOD programs. was prevented from pursuing the root cause of these problems and sharing it with our customers and DOD. Letters I sent to Management went unanswered. I raised this issue with the Board and my concerns were not addressed. I believe Management and the Board majority have engaged in a bad faith cover-up of this major defect in contravention of their respective responsibilities to the Company.
 - o As a Member of the Board I requested access to all Board Minutes for the period January 1, 2019 to date and was denied access. I believe Minutes were not prepared for meetings and/or not presented to and approved by the Board and that wrongful conduct raised at Board Meetings was not
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recorded in the Minutes in order to cover-up discussions of wrongful conduct and/or bad faith actions.

- o I believe certain Members of Management and/or the Board pursued transactions at Company expense for their personal benefit such as going private. I requested a copy of a Memorandum prepared by FEI's Chief Financial Officer describing the cost benefits achieved by going private or engaging in some other similar transaction and was denied access to that Memorandum. I believe efforts to take corporate assets for personal benefit constitute bad faith wrongful conduct.
 - o On November 6, 2019 Management contracted with Citrin Cooperman accountants and advisors to provide an assessment of potential liabilities. It is my understanding that Citrin Cooperman did in fact prepare such a report. I have repeatedly requested access to that report but have not been provided with a copy of same. To the extent that Management or certain Board Members engaged in improper conduct and information about such improper conduct is being withheld from Board Members, I believe such conduct to be wrongful and to constitute bad faith and a serious breach of responsibilities.
 - o It is my understanding that complaints have been filed against the Company alleging age discrimination. As a Member of the Board I have requested access to all documents concerning age discrimination claims but have been denied access to same. To the extent that Management has been engaged in age discrimination and is attempting to withhold information concerning such unlawful conduct, I believe that such conduct is wrongful and constitutes bad faith and a serious breach of responsibility.
 - o In advance of the September 9, 2020 Board Meeting documents pertaining to matters to be discussed were sent to the other Board Members and not me thereby depriving me of the opportunity to properly fulfill my responsibilities as a Director. I submit this action was intentional and done in bad faith.
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Board of Directors
Frequency Electronics, Inc.
September 11, 2020
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Please attach this letter to the Board Minutes.

Very truly yours,

Martin B. Bloch

Statement of the Independent Directors of Frequency Electronics, Inc.

On September 14, 2020, the independent directors of Frequency Electronics, Inc., a Delaware corporation, issued the following statement in response to the resignation letter of Martin B. Bloch:

The undersigned independent directors of Frequency Electronics, Inc. (the “Company”) strongly disagree with Mr. Bloch’s assertions, which we believe are false, misleading, and defamatory of the Company’s directors and officers. We view Mr. Bloch’s resignation and the related assertions as merely an attempt to further his previously disclosed litigation against the Company and the Board of Directors related to the termination of his employment “for cause.” The undersigned include two directors whose affiliates collectively own approximately 23.4% of the Company’s outstanding shares, a director identified and initially nominated to the Board of Directors by an investor, and a director who has been on the Board of Directors with Mr. Bloch for approximately 16 years. The Board had previously decided not to re-nominate Mr. Bloch to stand for election at the Company’s 2020 annual stockholders meeting scheduled for October 7, 2020.

Russell Sarachek, Non-executive Chairman of the Board

Jonathan Brolin

General Lance Lord, USAF (retired)

Richard Schwartz