

FREQUENCY ELECTRONICS INC

Form 8-K

November 07, 2012

**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 17, 2012

**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  
(I.R.S. Employer Identification No.)

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55 Charles Lindbergh Blvd., Mitchel Field, NY 11553  
(Address of principal executive offices) (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))

**ITEM 5.07. Submission of Matters to a Vote of Security Holders**

On October 17, 2012, Frequency Electronics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As of August 27, 2012, the record date for the Annual Meeting, there were 8,392,301 shares of Common Stock of the Company entitled to vote at the Annual Meeting. A total of 7,804,291 shares or 93% 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, and

· ratified the appointment of EisnerAmper LLP as the Company’s independent auditors for fiscal year 2013.

The voting results at the Annual Meeting were as follows:

1. Election of the following five directors:

| <u>DIRECTOR</u>      | <u>FOR</u> | <u>AGAINST</u> | <u>WITHHELD</u> | <u>BROKER NON-VOTES</u> |
|----------------------|------------|----------------|-----------------|-------------------------|
| Joseph P. Franklin   | 4,959,016  | 1,167,375      |                 | 1,677,900               |
| Martin B. Bloch      | 4,853,409  | 1,272,982      |                 | 1,677,900               |
| Joel Girsky          | 4,769,151  | 1,357,240      |                 | 1,677,900               |
| S. Robert Foley, Jr. | 4,765,817  | 1,360,574      |                 | 1,677,900               |
| Richard Schwartz     | 4,770,285  | 1,356,106      |                 | 1,677,900               |

2. Ratification of the appointment of EisnerAmper LLP as the Company’s independent auditors for fiscal year 2013.

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|------------|----------------|----------------|-------------------------|
| 7,591,050  | 150,001        | 63,240         | 0                       |

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: November 7, 2012