

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Flux Power Holdings, Inc.

Form: 4

Date Filed: 2019-01-22

Corporate Issuer CIK: 1083743

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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per response... 0.5

☐ Check this box if no
longer subject to Section
16. Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the
Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Cleveland Capital Management, L.L.C.			2. Issuer Name and Ticker or Trading Symbol Flux Power Holdings, Inc. [FLUX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☒ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)			
(Last) (First) (Middle) 1250 LINDA ST., SUITE 304			3. Date of Earliest Transaction (Month/Day/Year) 12/26/2018						
(Street) ROCKY RIVER, OH 44116			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) ☐ Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person			
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$.001 par value	12/26/2018		P(1)		2,450,000	A	\$ 1.10	5,159,100	I See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this SEC 1474 (9-02)
form are not required to respond unless the form displays a currently valid
OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cleveland Capital Management, L.L.C. 1250 LINDA ST., SUITE 304 ROCKY RIVER, OH 44116		X		
Massad Wade 1250 LINDA STREET, SUITE 304 ROCKY RIVER, OH 44116		X		

Signatures

/s/ Wade Massad, Managing Member	01/22/2019
Signature of Reporting Person	Date
/s/ Wade Massad	01/22/2019
Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The securities are held in account(s) managed by Cleveland Capital Management, L.L.C. (the "Reporting Person"). The Reporting Person disclaims beneficial ownership in the account(s) except to the extent of his pecuniary interest, if any therein.

(2) The securities are held in the account of Cleveland Capital, L.P. and may be deemed to be indirectly beneficially owned by the Reporting Person, because it serves as the investment manager to such account(s) and Wade Massad, as the Managing Member of a Reporting Person. The Reporting Person disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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(Print or Type Responses)

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(Last) (First) (Middle) 1250 LINDA ST., SUITE 304			3. Date of Earliest Transaction (Month/Day/Year) 12/26/2018					
(Street) ROCKY RIVER, OH 44116			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) ☐ Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person		
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			Code V	Amount (A) or (D) Price				
Common Stock, \$.001 par value	12/26/2018		P(1)	2,450,000 A \$ 1.10	5,159,100	I	See Footnote (2)	

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				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
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