

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Flux Power Holdings, Inc.**

**Form: 4**

**Date Filed: 2019-01-31**

Corporate Issuer CIK: 1083743

## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours  
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<br>Cleveland Capital Management, L.L.C. |                                            |                                                             | 2. Issuer Name and Ticker or Trading Symbol<br>Flux Power Holdings, Inc. [FLUX]  |                                                                         |                                                                                                     | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |                                                                   |  |
| (Last) (First) (Middle)<br>1250 LINDA ST., SUITE 304                            |                                            |                                                             | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/29/2019                   |                                                                         |                                                                                                     |                                                                                                                                                                                                                                                                     |                                                                   |  |
| (Street)<br>ROCKY RIVER, OH 44116                                               |                                            |                                                             | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                                                         |                                                                                                     | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> 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<br>(Instr. 3)                                              | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8)                                             | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially<br>Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4)                                                                                                                                                                                             | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                                                                 |                                            |                                                             | Code V                                                                           | Amount (A) or (D) Price                                                 |                                                                                                     |                                                                                                                                                                                                                                                                     |                                                                   |  |
| Common Stock, \$.001 par value                                                  | 01/29/2019                                 |                                                             | P(1)                                                                             | 497,100 A \$ 1.10                                                       | 5,656,200                                                                                           | I                                                                                                                                                                                                                                                                   | See<br>Footnote<br>(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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                                     |                                                                    |                                            |                                                             | Code V                               | (A) (D)                                                                                                | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of Shares                              |                                                     |                                                                                                                            |                                                                                                       |                                                                    |

## Reporting Owners

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

## Signatures

|                                  |            |
|----------------------------------|------------|
| /s/ Wade Massad, Managing Member | 01/31/2019 |
| Signature of Reporting Person    | Date       |
| /s/ Wade Massad                  | 01/31/2019 |
| 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 client accounts and may be deemed to be indirectly beneficially owned by the Reporting Person, because it serves as the investment manager to such account and Wade Massad, as the Managing Member of 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

