

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Flux Power Holdings, Inc.

Form: 4

Date Filed: 2019-01-31

Corporate Issuer CIK: 1083743

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FORM 4

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

	OMB APPROVAL	L
Ì	OMB Number:	3235-0287
	Estimated average burden h	nours
	per response	0.5

(Instr. 4)

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 Re	esponses)															
Name and Address of Reporting Person Cleveland Capital Management, L.L.C.				Issuer Name and Ticker or Trading Symbol Flux Power Holdings, Inc. [FLUX]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
(Last) (First) (Middle) 1250 LINDA ST., SUITE 304				Date of Earliest Transaction (Month/Day/Year) 01/29/2019							Officer (give titl	e below)		(specify below)		
(Street) ROCKY RIVER, OH 44116			4	4. If Amendment, Date Original FiledMonth/Day/Year)							Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person X_ Form filed by More than One Reporting Person					
(City)		(State)	(Zip)			Tab	ole I - No	on-D	erivative S	Securiti	es Acq	L uired, Disposed (of, or Benef	ficially Owned		
1.Title of Securi (Instr. 3)	ty		2. Transaction Date (Month/Day/Year		Date, if	Code (Instr.			4. Securition or Dispose (Instr. 3, 4	ed of (D)		5. Amount of Sec Owned Following (Instr. 3 and 4)		•	Ownership Form:	Beneficial
				(Month/Day	/Year)		ode	٧	Amount	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Sto	ock, \$.001 pa	ar value	01/29/2019			P	<u>(1)</u>		497,100	A	\$ 1.10	5,656,200			I	See Footnote (2)
Reminder: Repo	ort on a separat	e line for each clas	s of securities bene	eficially owne	d direc	tly or in	ndirectly									
							fo	rm a		uired to		ollection of inform nd unless the for				1474 (9-02)
			Table II	- Derivative \$ (e.g., puts,								Owned				
Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	De Se Acc Dis	rivative curities quired sposed	e S (A) or	and (Mo	Date Exerc d Expiration onth/Day/Y	n Date	Under (Instr.	e and Amount of lying Securities 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported		11. Nature of Indirect Beneficial Ownership (Instr. 4)
								• Da	ic E	יטוזם ווער.	· /	annount of		T	(1)	

Exercisable Date

Number of Shares

Reporting Owners

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

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).

Code

(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.

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.

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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 Re	esponses)														
1. Name and Ad Cleveland Ca		ting Person≛ gement, L.L.C.	F			d Ticker or T dings, Inc.					Relationship of Reporting Person(s) to Issuer (Check all applicable) Director				
(Last) 1250 LINDA		(First) 304		3. Date of Ea 01/29/2019		ransaction (N	N onth	/Day/Year)			Officer (give title	e below)		(specify below)	
ROCKY RIVI	·	Street)	4	1. If Amendn	nent, Da	ate Original F	ileфм	onth/Day/Year)			6. Individual or July Form filed by One X_ Form filed by Mor	Reporting Pers	son	able Line)	
(City)	((State)	(Zip)			Table I -	Non	-Derivative	Securiti	es Acq	uired, Disposed o	f, or Benef	icially Owned		
		2. Transaction Date (Month/Day/Yea		Date, i	if Code (Instr. 8)	(Instr. 8)		ties Acqu sed of (D) 4 and 5)	. ,		5. Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)		Ownership Form:	Beneficial	
				(Month/Da	ay/Year	Code	V	Amount	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Sto	ock, \$.001 pa	ar value	01/29/2019			P(1)		497,100	Α	\$ 1.10	5,656,200			I	See Footnote (2)
Reminder: Repo	ort on a separat	e line for each class	s of securities ben	eficially own	ned dire	ctly or indired	ctly.								
							form		quired to		ollection of inforr nd unless the for				1474 (9-02)
			Table II			rities Acquir warrants, o					Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deemed Execution Date, i any (Month/Day/Year	f Code (Instr. 8)	Di Se Ad Di	Number of erivative ecurities cquired (A) o isposed of (C nstr. 3, 4, and	a (I r (I))	. Date Exer nd Expiration Month/Day/	n Date	Under (Instr.	e and Amount of lying Securities 3 and 4)		9. Number of Derivative Securities Beneficially Owned Following Reported	Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	٧	(A) (D	l-	xercisable		Litle	Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	

Reporting Owners

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

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

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