

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Flux Power Holdings, Inc.

Form: 4

Date Filed: 2019-03-18

Corporate Issuer CIK: 1083743

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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)																	
Name and Address of Reporting Person Scheiwe Charles					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						
(Last) (First) (Middle) C/O FLUX POWER HOLDINGS, INC., 985 POINSETTIA AVENUE, SUITE A					Date of Earliest Transaction (Month/Day/Year) 03/15/2019							X_ Officer (give title below) Other (specify below) CFO & Secretary						
(Street)												_X_ Forr	m filed by One	Reporting Pers		able Line)		
VISTA, CA 92081														m filed by More				
(City) (State) (Zip)					Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed 3. Transaction 4. Securities Acquired 5. Amount of Securities Beneficially Owned 6. 7. Nature													
1.Title of Security (Instr. 3)		Date	nsaction h/Day/Yea	Executio (ear) any		ned n Date, if Day/Year)	3. Trans Code (Instr. 8)	(A) or Dispose (Instr. 3, 4 and		of (D) Following Reported (Instr. 3 and 4)		urities Beneficially Owned ad Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a ser	parate line for each	class of sec	curities ben	eficially	y owi	ned direct	ly or ind	lirectly.									
						<u></u>		,	Perso form a	are not i		to respon				tained in this a currently va		1474 (9-02)
				Table II					juired, Dis				Owned	d				
1. Title of	2.	3. Transaction	3A. Deeme	d 4.	(e.g.,		s, calls, v 5. Numbe		6 Date F			7. Title a	ınd Amo	ount of	8. Price of	9. Number of	10.	11. Nature
Derivative Security (Instr. 3)	rivative Conversion Date Execution Date, if curity or Exercise (Month/Day/Year) any		Date, if Tra	Transaction Derivative Securities		(A) or of (D)	Expiration	piration Date Underly			lying Securities		Derivative Security	Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect			
				C	Code	٧	(A)	(D)	Date Exercisab	Expir ole Date		Title	Nu	nount or umber of nares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Stock Option (1)	\$ 1.36	03/15/2019			Α		300,00	00	<u>(1)</u>	05/1	5/2029	Commo stock	1 3	300,000	<u>(1)</u>	300,000	D	
Reporti	ng Owr	ners																
					Relation	onsh	nips											
Reporti	ing Owner N	ame / Address	Director	10% Ow	ner Of	fficer	•		Other									
	POWER H	HOLDINGS, INC ENUE, SUITE			С	CFO) & Secr	retary										
Signatu	ires																	
/s/ Charles		03/15/2 Date	2019															
Explana	ation of	Response	es:															
** Intentional Pursuant to	misstatemer o the stock o	ore than one reporting or omissions of the otion, Reporting Pe 15, 2019. The exercises	facts constitu	ute Federa right to pure	l Crimir	nal V up to	300,000	shares o	of common	stock o	f Issuer.	The stock						
Note: File thre	e copies of th	nis Form, one of wh	ich must be	manually s	signed.	If sp	ace is ins	ufficient	t, see Instr	uction 6	for proce	edure.						
Potential perso	ons who are t	to respond to the co	ollection of in	nformation	contain	ned ii	n this forn	n are no	t required	to respo	nd unless	s the form	display	ys a current	ily valid OM	IB number.		

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0.5

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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)																	
Date (Month/D Reminder: Report on a separate line for each class of securit Title of Conversion or Exercise Instr. 3) Price of Derivative Security Stock \$ 1 36 03/15/2019				Flux Power Holdings, Inc. [FLUX]						5.	Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
						arliest Tra	nsactio	n (Mor	nth/Da	y/Year)		\supset	X_ Officer (give title below) Other (specify below) CFO & Secretary					
			,, , 	03/15	03/15/2019									0.	<i>a c c c c c c c c c c</i>			
, ,				4. If Ar	4. If Amendment, Date Original Filed(Month/Day/Year)								Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
		(State)	(Zip)				Table	e I - No	on-De	rivative Se	curit	ties Acquire	d, Disposed o	of, or Benef	icially Owned			
1.Title of Seci (Instr. 3)	urity		2. Transacti Date (Month/Day	Exe /Year) any	/	on Date, if	3. Trans Code (Instr. 8	3)	(<i>)</i> (1	. Securities A) or Disponstr. 3, 4 a	sed o	of (D) Foli (Ins	Amount of Sec lowing Reporte str. 3 and 4)		ficially Owned ion(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	eport on a sep	parate line for each		ole II - Der	rivati	ve Securit	ies Acc	Pe fo OI quired,	ersons rm are MB co	e not requi introl num osed of, o	ired t ber. r Ber	to respond u	unless the for		tained in this a currently va		1474 (9-02)	
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution Date, i	4. f Transact Code	tion	5. Numbe Derivative Securities Acquired Disposed (Instr. 3, 4	r of (A) or of (D)	6. Da	te Exe	ercisable ar		7. Title and A Underlying S (Instr. 3 and	Securities		9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exerc	cisable	Expiration Date	1	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)		
Stock Option (1)	\$ 1.36	03/15/2019		А		300,00	0		<u>(1)</u>	05/15/2	029	Common stock	300,000	<u>(1)</u>	300,000	D		
Reporti	ng Owr	ners																
Domouti	ina Oumar N	lawa / Address		Relationships														
нерого	ing Owner N	ame / Address	Director 10%	Owner (Office	r		Other										
Scheiwe Charles																		

Donosting Ossacs Nome / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Scheiwe Charles									
C/O FLUX POWER HOLDINGS, INC.			CFO & Secretary						
985 POINSETTIA AVENUE, SUITE A			OFO & Secretary						
VISTA, CA 92081									

Signatures

/s/ Charles Scheiwe	03/15/2019
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).
- Pursuant to the stock option, Reporting Person has a right to purchase up to 300,000 shares of common stock of Issuer. The stock option vests over a 3 year period in quarterly installments, with (1) 25% vesting on March 15, 2019. The exercise price is the fair market value of Issuer's common stock, which is \$1.36 per share based on the Issuer's 30-day volume-weighted average price on March

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.