

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Flux Power Holdings, Inc.

Form: 4/A

Date Filed: 2018-07-09

Corporate Issuer CIK: 1083743

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

OMB APPROVA	L
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.

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

	struction 1(b).	.			In	vestmen	t Con	npany Ac	t of 1940								
<u> </u>) Reporting Person-						er or Trading			ļ	5. Relationship o		ck all applicable	e)		
(Last) (First) (Middle) 985 POINSETTIA AVE, STE A					3. Date of Earliest Transaction (Month/Day/Year) 06/29/2018												
		(Street)		4. If		ndment, Da	te Orig	inal Filedmo	onth/Day/Year)		-	5. Individual or J X_ Form filed by One Form filed by Mor	e Reporting Pe	rson	able Line)		
VISTA, C		(State)	(Zip)				Tal	ble I - Non-	Derivative	Securiti	ies Acqui	red, Disposed					
1.Title of Security 2. Transac Date (Month/Date)			//Year) a	2A. Deemed Execution Date, i any (Month/Day/Year			ansaction	4. Securit (A) or Dis	4. Securities Acqu (A) or Disposed of (Instr. 3, 4 and 5)		. Amount of Sec	urities Beneficially Owned ed Transaction(s)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
				· ·	(monas pays roas		С	ode V	Amount	(A) or (D)	Price				, ,	(Instr. 4)	
Reminder: F	Report on a se	enarate line for eac	ch class of securities	s henefir	rially c	wned direc	tly or i	ndirectly									
			Tal					form OMB cquired, D		quired to imber. or Ben	o respond	lection of inford I unless the for Owned				1474 (9-02)	
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code	5. Numb ansaction Derivative ode Securitie		A) or				7. Title and Amount of Underlying Securities (Instr. 3 and 4)			f 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 Exercisable	e Expiration	n Date	Title	Amount or Number of Shares		Transaction(s (Instr. 4)	(I) (Instr. 4)		
Stock Option	\$ 1.44 (1)	06/29/2018		Α		500,000)	<u>(1)</u>	06/29/2	028 ⁽²⁾	Commo	1.500.000	<u>(1)</u>	500,000	D		
Report	ing Ow	ners															
Reporting	Owner Nam		Relation ector 10% Owner	Officer		Other											
DUTT RC 985 POIN VISTA, C	ISETTIA A	VE, STE A	х	CEO	; CF0												
Signate /s/ Ronale		07/09/	2018														
/3/ HUHali	u i . Dull	07/09/	2010														

/s/ Ronald F. Dutt	07/09/2018
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) Pursuant to the stock option, the Reporting Person has a right to purchase up to 500,000 shares of Issuer's common stock. The options vest quarterly over a two-year period following the grant. The exercise price is the fair market value of Issuer's common stock, which is \$1.44 per share based on the Issuer's 30-day volume-weighted average price on June 29, 2018.
- (2) This report on Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on July 3, 2018. This report on Form 4/A is being filed solely to correct a typographical error with respect to the expiration date of the stock option, which should be June 29, 2028.

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.

FORM 4

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

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	Estimated average burden	hours
	per response	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

See Inst	ruction 1(b).				In	vestment	Con	npany A	ct	of 1940							
(Print or Type	Responses)																
Name and Address of Reporting Person DUTT RONALD F					Issuer Name and Ticker or Trading Symbol Flux Power Holdings, Inc. [FLUX]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director				
(Last 985 POIN		(First) VE. STE A	(Middle)	3. Da		Earliest Tra	nsact	ion (Mont	th/D	ay/Year)			X Officer (give titl		Other	(specify below)	
		(Street)		_	Amen	ndment, Date	Orig	inal Filed	Mont	h/Day/Year)			. Individual or Jo C_Form filed by One Form filed by Mor	Reporting Per		able Line)	
VISTA, CA		(State)	(Zip)						_					<u> </u>			
		(State)											ed, Disposed o				
1.Title of Sec (Instr. 3)	curity		2. Transact Date (Month/Day	Ex r/Year) ar	kecut ny	tion Date, if				4. Securitie (A) or Disp (Instr. 3, 4	oosed of and 5)	(D) Fo	Amount of Sec illowing Reporte str. 3 and 4)		•	Direct (D) or Indirect	Beneficial Ownershi
							С	ode	٧	Amount	(A) or (D)	Price				(I) (Instr. 4)	
			Tal			tive Securiti		for ON cquired,	m a ¶B c Dis∣	re not requoted on troit numbers of the property of the proper	uired to mber. or Bene	respond			tained in this a currently va		1474 (9-02
1. Title of Derivative Conversion Date (Instr. 3) Price of Derivative Security Security 3. Transaction Date (Month/Day/Year)		Execution Date, if	4. Transact Code	ion	5. Number of Derivative Securities Acquired (A Disposed of	5. Number of Derivative		Exe on D	orcisable and Date /Year)		7. Title and	, 		9. Number of Derivative Securities Beneficially Owned Following Reported	Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownershi (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisa	able	Expiration	Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Stock Option	\$ 1.44 (1)	06/29/2018		Α		500,000		<u>(1)</u>		06/29/20)28 <mark>(2)</mark>	Commo Stock	n 500,000	<u>(1)</u>	500,000	D	
Reporti	ing Ow	ners															

Departing Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
DUTT RONALD F 985 POINSETTIA AVE, STE A VISTA, CA 92081	Х		CEO; CFO					

Signatures

/s/ Ronald F. Dutt	07/09/2018
-Signature of Reporting Person	Date

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