

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Flux Power Holdings, Inc.

Form: D

Date Filed: 2018-12-27

Corporate Issuer CIK: 1083743

1. Issuer's Identity

CIK (Filer ID Number)

0001083743

Previous Name(s)

☐ None

Lone Pine Holdings, Inc

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

Name of Issuer

Flux Power Holdings, Inc.

Jurisdiction of
Incorporation/Organization

NEVADA

Name of Issuer

Australian Forest
Industries

Jurisdiction of
Incorporation/Organization

MULTI TECH
INTERNATIONAL CORP

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years
(Specify Year)

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Flux Power Holdings, Inc.

Street Address 1

985 POINSETTIA AVE

Street Address 2

SUITE A

City

VISTA

State/Province/Country

CALIFORNIA

ZIP/Postal Code

90281

Phone No. of Issuer

877-505-3589

3. Related Persons

Last Name

Dutt

First Name

Ronald

Middle Name

Street Address 1

985 Poinsettia Avenue, Suite A

Street Address 2

City

Vista

State/Province/Country

CALIFORNIA

ZIP/Postal Code

92081

Relationship:

☒ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

Johnson

First Name

Michael

Middle Name

Street Address 1

985 Poinsettia Avenue, Suite A

Street Address 2

City

Vista

State/Province/Country

CALIFORNIA

ZIP/Postal Code

92081

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Anthony"/>	<input type="text" value="Christopher"/>	<input type="text" value="L"/>
Street Address 1	Street Address 2	
<input type="text" value="985 Poinsettia Avenue, Suite A"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vista"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="92081"/>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text" value="Gevargies"/>	<input type="text" value="James"/>	
Street Address 1	Street Address 2	
<input type="text" value="985 Poinsettia Avenue, Suite A"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vista"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="92081"/>
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

Last Name	First Name	Middle Name
<input type="text" value="Scheiwe"/>	<input type="text" value="Charles"/>	<input type="text" value="A."/>
Street Address 1	Street Address 2	
<input type="text" value="985 Poinsettia Avenue, Suite A"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Vista"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="92081"/>
Relationship:	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
<input type="text"/>		

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

☒ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☒ Other

5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$100,000,000

☐ Over \$100,000,000

☒ Decline to Disclose

☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505	
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input type="checkbox"/>	Rule 506(b)	
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input checked="" type="checkbox"/>	Rule 506(c)	
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)	
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)	

7. Type of Filing

☒ New Notice

Date of First Sale

2018-12-26

☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

☐ Yes

☒ No

9. Type(s) of Securities Offered (select all that apply)

☐ Pooled Investment Fund Interests

☒ Equity

☐ Tenant-in-Common Securities

☐ Debt

☐ Mineral Property Securities

☐ Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired

☐ Upon Exercise of Option,
Warrant or Other Right to
Acquire Security

☒ Other (describe)

Common Stock

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor

\$ 50000 USD

12. Sales Compensation

Recipient

Recipient CRD Number

☐ None

Herndon Plant Oakley, Ltd.

44971

(Associated) Broker or Dealer ☒ None

(Associated) Broker or Dealer
CRD Number ☒ None

Street Address 1

Street Address 2

800 N. Shoreline, Suite 2200 South

City

State/Province/Country

ZIP/Postal Code

Corpus Christi

TEXAS

78401

State(s) of Solicitation

☐ All States

☐ Foreign/Non-US

LOUISIANA

TEXAS

13. Offering and Sales Amounts

Total Offering
Amount

\$ 5000000 USD ☐ Indefinite

Total Amount Sold

\$ 3695010 USD

Total Remaining to
be Sold

\$ 1304990 USD ☐ Indefinite

Clarification of Response (if Necessary)

14. Investors

☐

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

2

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Flux Power Holdings, Inc.	/s/ Charles A. Scheiwe	Charles A. Scheiwe	Chief Financial Officer	2018-12-26

1. Issuer's Identity

CIK (Filer ID Number)

0001083743

Previous Name(s)

☐ None

Lone Pine Holdings, Inc

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

Name of Issuer

Flux Power Holdings, Inc.

Jurisdiction of
Incorporation/Organization

NEVADA

Name of Issuer

Australian Forest
Industries

Jurisdiction of
Incorporation/Organization

MULTI TECH
INTERNATIONAL CORP

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years
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90281

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3. Related Persons

Last Name

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First Name

Ronald

Middle Name

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985 Poinsettia Avenue, Suite A

Street Address 2

City

Vista

State/Province/Country

CALIFORNIA

ZIP/Postal Code

92081

Relationship:

☒ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

Last Name

Johnson

First Name

Michael

Middle Name

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985 Poinsettia Avenue, Suite A

Street Address 2

City

Vista

State/Province/Country

CALIFORNIA

ZIP/Postal Code

92081

Relationship:

☐ Executive Officer

☒ Director

☐ Promoter

Clarification of Response (if Necessary)

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Clarification of Response (if Necessary)		
<input type="text"/>		

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

☒ Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☒ Other

5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

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<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input checked="" type="checkbox"/>	Rule 506(c)	
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)	
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)	

7. Type of Filing

☒ New Notice

Date of First Sale

2018-12-26

☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

☐ Yes

☒ No

9. Type(s) of Securities Offered (select all that apply)

☐ Pooled Investment Fund Interests

☒ Equity

☐ Tenant-in-Common Securities

☐ Debt

☐ Mineral Property Securities

☐ Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired

☐ Upon Exercise of Option,
Warrant or Other Right to
Acquire Security

☒ Other (describe)

Common Stock

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor

\$ 50000 USD

12. Sales Compensation

Recipient

Recipient CRD Number

☐ None

Herndon Plant Oakley, Ltd.

44971

(Associated) Broker or Dealer ☒ None

(Associated) Broker or Dealer
CRD Number ☒ None

Street Address 1

Street Address 2

800 N. Shoreline, Suite 2200 South

City

State/Province/Country

ZIP/Postal Code

Corpus Christi

TEXAS

78401

State(s) of Solicitation

☐ All States

☐ Foreign/Non-US

LOUISIANA

TEXAS

13. Offering and Sales Amounts

Total Offering
Amount

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Total Amount Sold

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Total Remaining to
be Sold

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Sales Commissions \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

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\$ USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Flux Power Holdings, Inc.	/s/ Charles A. Scheiwe	Charles A. Scheiwe	Chief Financial Officer	2018-12-26