FORM 3

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

INITIAL STATEMENT OF 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* Jackson Steve	2. Date of Event Requiring Statement (Month/Day/Year) 06/14/2012	3. Issuer Name **and** Ticker or Trading Symbol Flux Power Holdings, Inc. [FLUX]	
(Last) (First) (Middle) C/O FLUX POWER HOLDINGS, INC., 2240 AUTO PARK WAY		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner __X__ Officer (give title below) ____ Other (specify below) Chief Financial Officer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) ESCONDIDO, CA 92029			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.   SEC 1473 (7-02)

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

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	(1)(2)	01/25/2022	Common Stock	886,411	$ 0.34	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Steve C/O FLUX POWER HOLDINGS, INC. 2240 AUTO PARK WAY ESCONDIDO, CA 92029			Chief Financial Officer	

Signatures

/s/ Steve Jackson	06/18/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) In connection with the reverse acquisition of Flux Power , Inc., a California corporation ("Flux Power") by Flux Power Holdings, Inc. (the "Issuer"), pursuant to the Securities Exchange Agreement dated May 18, 2012 by and among the Issuer, Flux Power and all the shareholders of Flux Power ("Flux Shareholders"), on June 14, 2012, the Issuer issued new shares of common stock to the Flux Shareholders, and assumed the Flux Power 2010 Option Plan (the "Plan") and all of the outstanding options, based on an exchange ratio of 2.9547039 ("Share Exchange Ratio"). The Reporting Person was originally granted options by Flux Power to purchase shares of common stock (the "Options") under the Flux Power 2010 Option Plan ("Plan"). In connection with the reverse acquisition, the Issuer assumed the Plan and the Options based on the Exchange Ratio. As a result, the Reporting Person holds options to purchase the number of shares of common stock of the Issuer at the exercise price disclosed in th

(2) The options were originally granted on January 24, 2012 and are subject to the following vesting schedule: 25% shares vest after 12 months, and remaining shares vest monthly over 36 months.