

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* Gevarges James (Last) (First) (Middle) C/O FLUX POWER HOLDINGS, INC., 2240 AUTO PARK WAY (Street) ESCONDIDO, CA 92029 (City) (State) (Zip)	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]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4) Common Stock (1)	2. Amount of Securities Beneficially Owned (Instr. 4) 5,909,408	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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	(2)(3)	12/03/2020	Common Stock	295,470	\$ 0.04	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gevarges James C/O FLUX POWER HOLDINGS, INC. 2240 AUTO PARK WAY ESCONDIDO, CA 92029		X		

Signatures

/s/ James Gevarges	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).

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, (1) 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"). As a result, Mr. Gevarges as one of the Flux Shareholders, received 5,909,408 shares of common stock of Issuer exchange for 2,000,000 shares of common stock of Flux Power.

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").

- (2) 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 this form, which number of shares and exercise price has been adjusted to give effect to the Share Exchange Ratio.
- (3) The options were originally granted on October 1, 2011 and are subject to the following vesting schedule: 12.5% of the shares vest each quarter for two years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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