

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 19, 2014

FLUX POWER HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction of
Incorporation)

000-25909
(Commission File Number)

86-0931332
(IRS Employer
Identification No.)

985 Poinsettia Avenue, Suite A, Vista, California
(Address of Principal Executive Offices)

92081
(Zip Code)

877-505-3589
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

The Company's corporate presentation dated June 2014 is attached hereto as Exhibit 99.1 ("Presentation"), and are incorporated herein in their entirety by this reference. This Presentation may also be accessed at the Company's website (www.fluxpwr.com).

The information in this Item 7.01, including the information set forth in Exhibit 99.1, are deemed to be "furnished" and shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act. The information set forth in this Item 7.01 shall not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Corporate Presentation – June 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Flux Power Holdings, Inc.,
A Nevada Corporation

Dated: June 19, 2014

/s/ Ronald Dutt
Ronald Dutt, Chief Executive Officer and Interim Chief Financial Officer



FLUX POWER[®]

Corporate Presentation – June 2014

"Innovative lithium energy storage solutions"



Flux Power Holdings, Inc.
www.fluxpwr.com
OTCQB: FLUX





Forward Looking Statements:

This presentation contains forward-looking statements. All statements other than statements of historical fact contained in this presentation, including statements as to the Company's future results of operations and financial position, planned products and services, business strategy and plans and objectives of management for future operations, are forward-looking statements. These statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "aims," "predicts," "potential," "seeks," "attempts," "poised" or "continues" or the negative of these terms or other similar words. These statements are only predictions. The Company has based these forward-looking statements largely on its current expectations and projections about future events and financial trends that it believes may affect its business, financial condition and results of operations. Also, these forward-looking statements represent the Company's estimates and assumptions only as of the date of this presentation. The Company assumes no obligation to update any forward-looking statements after the date of this presentation.

This presentation also contains estimates and other statistical data made by independent parties and by the Company relating to market size and growth and other industry data. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. The Company has not independently verified the statistical and other industry data generated by independent parties and contained in this presentation and, accordingly, it cannot guarantee their accuracy or completeness. In addition, projections, assumptions and estimates of its future performance and the future performance of the industries in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors. These and other factors could cause results to differ materially from those expressed in the estimates made by independent parties and by the Company.

FLUX POWER OVERVIEW



- **Pioneering Lithium Energy Batteries for Industrial Applications**
 - Superior performance & lower total cost; 5-year warranty
 - Replaces lead-acid batteries; enables new technologies
- **Advanced Technology & Design, Scalable Assembly, Proven Performance**
 - Proprietary Flux Battery Management Systems (BMS)
 - Patented, state-of-the-art technology
- **Principal Markets**
 - **Motive Power** (Lifts, Forklifts Tug & Tow + Robotics)
 - **Portable Power** (for Solar, Military & Entertainment field use)
 - **Stationary grid** (for Utilities & Large Industrial Civic Applications)
 - KleenSpeed Merger Supports Current & Future Market Opportunities
- **Market price beginning to recognize initial customer response**

Date	Share Price	52-Week Range	Basic Shares	Market Cap
6/18/14	\$0.32	\$0.03 - \$0.60	93.3M	\$29.86M



Market Overview

Lithium-Ion battery market projected to double in size to \$23B* in 2016 vs. 2012

- Industrial demand projected to grow even faster - from \$4B to \$11B*
- Growth driven by performance and cost advantages + new applications
- Moving from lower power, single-cells to far larger multi-cell solutions

Flux Advantage

Flux's battery management system (BMS) is the "*secret sauce*" for combining multiple cells into efficient, new large-scale storage solutions

- BMS monitors, balances, manages & optimizes cell performance, delivering:
 - Longer run times, extended battery life & enhanced safety via real-time monitoring
- Patented technology and customer focus drive continual product improvements and features; and Flux offers a 5-year warranty
- Flux also brings extensive application engineering expertise and assembly capabilities to commercialize products

*Frost & Sullivan "Global Lithium-Ion Battery Forecast, February 2013



OUTLASTS

- ◆ Up To 5 times longer lifespan
- ◆ Up to 25% longer run time
- ◆ Higher sustained power during every work shift

OUTPERFORMS

- ◆ More power, more energy
- ◆ Lighter weight - move more, faster
- ◆ Environmentally Friendly - No acid spills, corrosion, sulfation or contamination

LOWER COST

- ◆ Up to 75% lower cost - fewer replacements needed
- ◆ Maintenance-free
- ◆ Fewer batteries needed for multi-shift applications

Flux battery model: **LiFT-24V**

STATE OF CHARGE INDICATOR AND BUZZER

INTEGRATED CHARGER (EXTERNAL OPTION)

FLUX BATTERY MANAGEMENT SYSTEM

FLUX LITHIUM CELLS

HIGH GRADE CASING



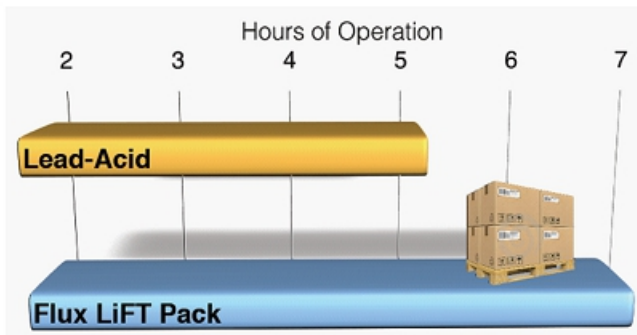
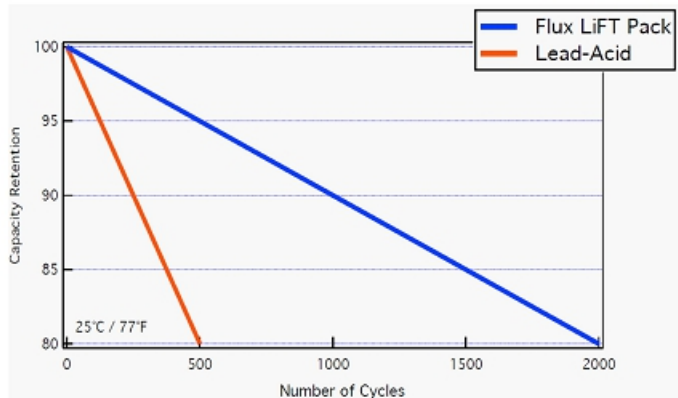
29" X 19"

FLUX BATTERY PACKS OUTLAST:



Longer Lifespan

- Lead-acid lasts 500 cycles (charge/discharge) under typical usage
- Lithium lasts >2000 cycles under similar conditions



Longer Runtime

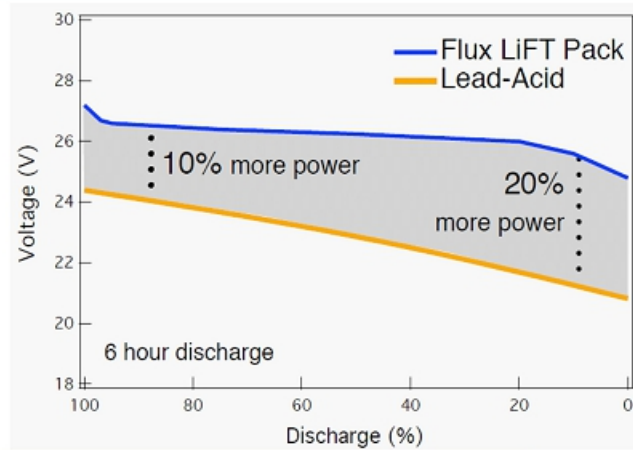
- Delivers up to 25% longer run time than lead-acid with identical amp-hour ratings

FLUX BATTERY PACKS OUTPERFORM:



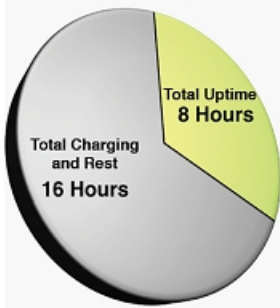
More Power

- Lithium provides higher operating power throughout discharge vs. lead-acid
- This means performance starts high and *stays* high

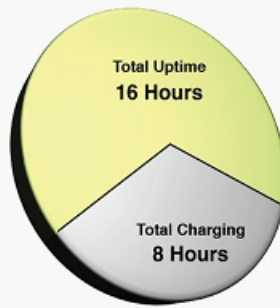


Lead-Acid

Flux LiFT Pack



Average Total Uptime Per Day

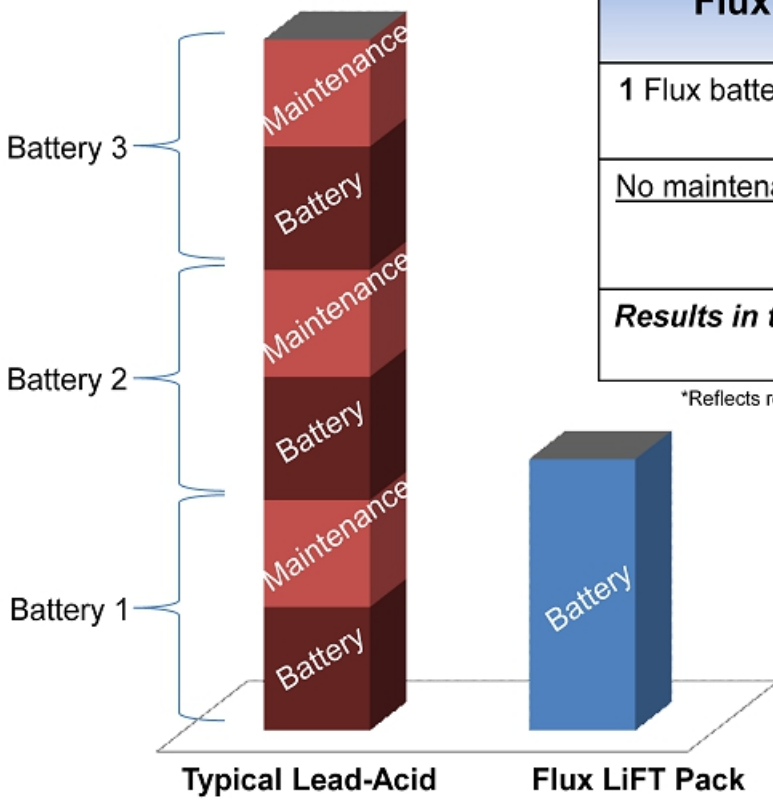


Average Total Uptime Per Day

More Uptime

- Does not need a rest period like lead-acid
- Doubles uptime so fewer batteries are needed for 24/7 shifts

LOWER COST OF OWNERSHIP AFTER 5 YEARS



Flux Lithium vs. Lead Acid*	
Over 5-Year Period:	
1 Flux battery needed	3 Lead-Acid batteries needed
<u>No maintenance costs</u>	Regular Maintenance Required
<i>Results in total cost of ownership savings up to 75% over 5 years</i>	

*Reflects relative costs depending on make and model

TARGETING LARGE, UNTAPPED MARKETS



Industrial Motive Power

Lithium packs for lead-acid replacement & new applications:

- Lift Equipment (forklifts) starting with Class III Lifts "Walkies" via Flux LiFT Packs
- Tug & pull equipment
- Robotics for mining & civil construction



Portable Power

Quiet, clean, reliable power source that replaces generators/fuel for:

- Military Field Operations
- On-Location Entertainment Production
- Events & other remote applications



Stationary Power

- Solar and Wind Farm Storage for Utilities
- Pursuing Partnerships with Grid Integrators



Flux is early entrant in major markets still using legacy battery technology



Segment	Battery Replacement Units/Year	New Equipment Sales/Year	Total Unit Potential/Year	Average Selling Price	Market Opportunity
Class III Lifts "Walkies"	120k	60k ¹	180k	\$3.6k	\$648M
Class I Forklift: Rider Trucks	60k	30k ¹	90k	\$9k	\$810M
Other Motive Power Markets	n/a	n/a	n/a	\$4k-\$50k	n/a
Portable Power	n/a	n/a	n/a	\$3k-10k	n/a
Stationary Power / Grid Storage:	n/a	n/a	n/a	\$100k+	\$14B ²

¹World Industrial Truck Statistics (WITS), 2011 Shipments

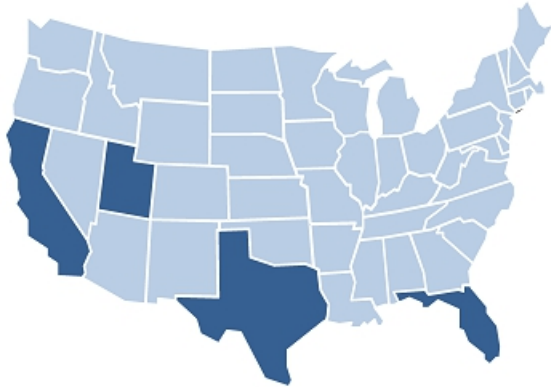
²Lux Research, Oracle Capital Estimates

EXPANDING LIFT PACK DISTRIBUTION



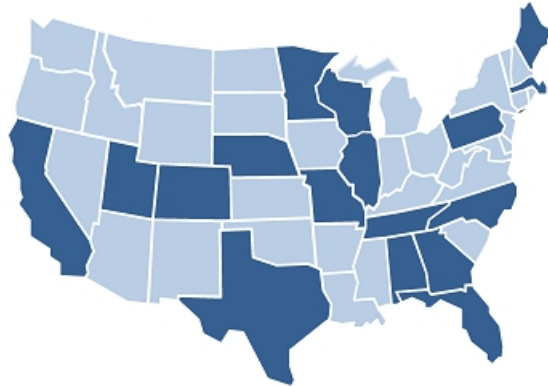
Distribution Partners in 4 States


1st Half FY 2014



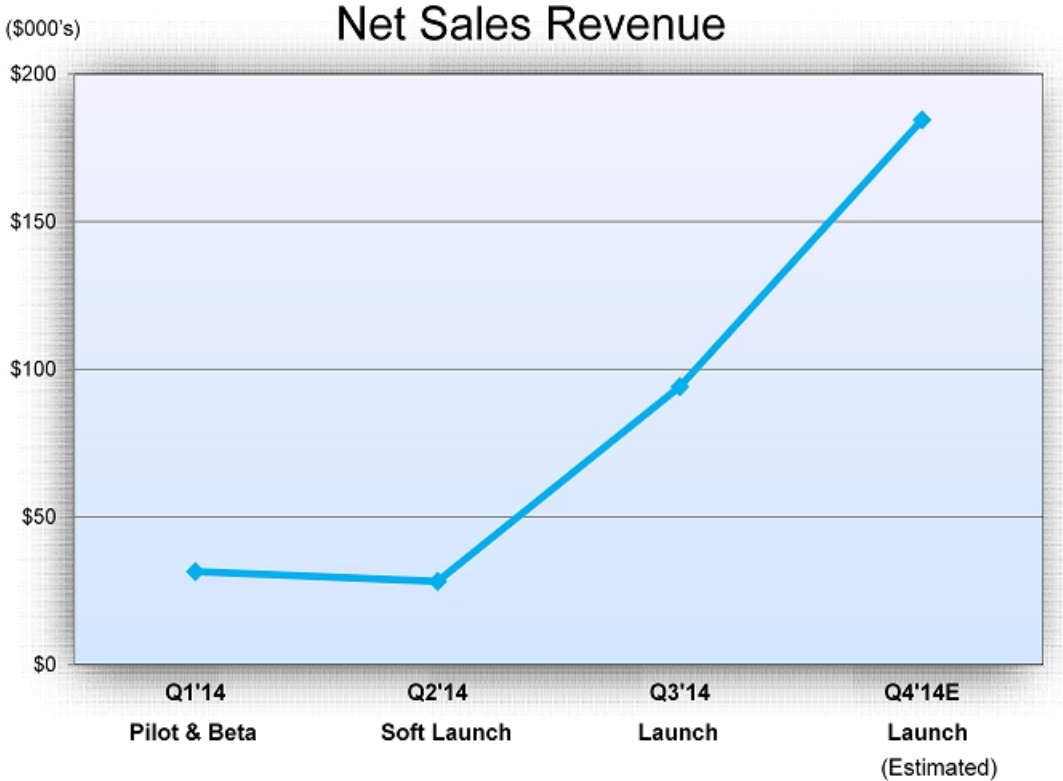
Distribution Partners in 18 States

2nd Half FY 2014



 States where Flux has shipped Packs to distribution partners and end users for evaluation, marketing and/or sale.

SALES LAUNCH GATHERS MOMENTUM



GROWTH OPPORTUNITIES



Electric Street Sweeper *

Motive Power

- Larger “Class 1” Electric Motor Trucks or “forklifts”
 - Higher ASP; targeting rollout late 2015
- Airport baggage handling and maintenance equipment & electric parking meter vehicles
- Robotics: Custom packs for underground/marine/air use



Class 1:
Electric Motor Trucks

Stationary Power

- Large scale storage solutions for backup, emergency & peak shaving
- “Monetizing” the grid utilizing KleenSpeed technology



Asian Markets

- Leverage supply relationships in lithium development
- Potential to realize cost savings via outsourcing battery manufacturing

Overseas Distribution

- Expand sales opportunities by via in-country partners

Specialty electric vehicle market

- Leverage Flux / KleenSpeed technology & market success
- High performance capabilities

FLUX POWER LEADERSHIP



- **Ron Dutt, CEO, Acting CFO, Director** – 25+ years in strategic and financial management with record of delivering growth and leading through transitions, including DHL, Ford Motor Company, Visa, Directed Electronics, Fritz Co.'s and SOLA Int'l - from early stage to >\$1B in revenues. BS chemistry - U. North Carolina; MBA Finance - U. Washington.
- **Kerri Taylor, Director Business Development** – 15+ years product planning, development, sales and distribution at companies including Solatube International, BakBone Software and Tadpole Technology.
- **Anthony Kelly, Director Sales and Marketing** – 20+ years sales and marketing in corporations and startups including Carl Zeiss Vision, SOLA International, Everyone Counts, and Bulletin Wireless.
- **Paulus Geantil, Director Engineering** – 15+ years engineering experience in advanced robotics, firmware, and software at companies including Quantum Design, Energy Science Labs, and Aptera Motors.
- **Timothy Collins — Executive Chairman:** Entrepreneur / investment banker who founded several startups, managed IPOs and financings of disruptive technology companies. Founder and President of KleenSpeed Technologies, Inc. CEO of Security Research Associates, SF-based emerging growth and clean tech Investment Bank. 45 years success identifying, funding, leading new-paradigm technology, energy & resource companies while also leading specialty investment banks.
- **Chris Anthony, Director**– Entrepreneur & co-founder/former COO of EV pioneer, Aptera Motors and founder of Epic Boats, a top-four wake boat brand. B.S. Finance - U. North Carolina.
- **Michael Johnson, Director** – CEO of Esenjay Petroleum Corp. since 2002; broad experience building companies.
- **James Gevarges, Director** – CEO, President and co-founder of LHV Power Corp. Also President & CEO of Current Ways, Inc. founded 2010. B.S. electrical engineering - Louisiana State U.



PROGRESS OF FLUX POWER

Well Positioned for Rapid Growth of Lithium Energy Storage Market

- Performance Advantages, Limited Competition; Scalable Business Model
- Strong leadership with focused plan and financial discipline

Proven, Proprietary Technology, Design and Integration

- Patented technology & BMS delivering strong performance & value
- Application engineering to commercialize market-ready products
- Success launching products and building strong customer relationships
- 5-year warranty

Customers, Distributors, Dealers & OEMs Showing Very Strong Interest

- “Walkie” LiFT Pack Approved by Toyota Materials Handling, #1 OEM globally
- LiFT Packs in testing at over 16 locations
 - Global beverage, grocery & manufacturing firms
- Growing base of distributor & dealer interest reaching 18 states.
- Working to expand approvals into additional top OEMs

Successful Product Introduction/Launch and Gaining Momentum



WHAT'S BEING SAID ABOUT FLUX POWER



"Toyota sees lithium-ion batteries as viable and in demand now. We're pleased the Flux LiFT-24V-TRW battery pack testing went well." - **Toyota Material Handling**



"Flux's LiFT pack provided us with a great opportunity to offer our customer a solution and enabled us to stand out from the competition." - **Sue Herron, Sales Manager of Southwest Material Handling**



"Flux's portable power packs provide performance, reliability, extended life and durability that meet the needs of today's advanced military equipment." - **Carl Pates, VP of Engineering of HDT**



"The prospect of improved performance, customer satisfaction and a lower cost of ownership from lithium storage packs is a win-win for our customers" - **Bob Fisher, President of Wesley International**



"We chose Flux for their technical expertise and responsiveness to our unique design needs for run time, charge time and hazardous environment requirements." - **Greg Baiden, Chairman and Chief Technology Officer of Penguin ASI**



"The benefits of the Flux battery technology, in terms of size, capacity and safety, should enable better operating performance." - **Hector Cerda, Project Manager of Emerging Technologies – Codelco**



Flux Power receives approval to sell its 24 Volt LiFT Pack lithium battery for Class III Toyota "walkie" lift trucks (forklifts). - **February 11th 2014**



*“Innovative lithium energy storage solutions...
creating value for Flux customers,
partners & shareholders...”*

www.FLUXpwr.com

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