

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): August 10, 2015

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 5.02 Departure of Directors and Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Item 5.02(a) Resignation of Director

On August 10, 2015, we received and accepted the resignation from Mr. Timothy Collins as executive chairman and director of Flux Power Holdings, Inc. (the "Company"), effective August 10, 2015. As stated in his email resignation, Mr. Collins resigned because he feels that the Company was not embracing his suggestions as a Board member, however Mr. Collins continues his support for the Company and its vision.

Disagreements with the Board relate to strategic, management and financing matters, and thus constitute a disagreement over the Company's operations, policies or practices. Mr. Collins serves as Chief Executive Officer of Security Research Associates, a boutique investment bank that had raised capital for the Company under an agreement that expired July 31, 2015.

Recently the Company abandoned a proposed acquisition of KleenSpeed Technologies, an energy storage solutions company focused on consumer applications, controlled by Mr. Collins. The KleenSpeed acquisition was contemplated in a non-binding letter of intent disclosed in the Company's Form 8-K filed with the SEC on June 27, 2013. After two years of dialogue, the Company and Mr. Collins were unable to agree on a strategy or suitable terms for the purchase of KleenSpeed, and the transaction was ultimately abandoned by the Company.

A copy of Mr. Collins' resignation letter is attached hereto as Exhibit 17.1 and incorporated herein in its entirety by reference. The Company has provided a copy of this Form 8-K to Mr. Collins and the opportunity to respond as to whether he agrees with the statements made in this Form 8-K and if not, the respects in which he does not agree.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
17.1	Resignation Notice of Timothy Collins, dated as of August 10, 2015

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: August 13, 2015

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

From: Timothy Collins
Sent: Monday, August 10, 2015 5:33 PM
To: Michael Johnson; Chris Anthony; James Gevarges; Ron Dutt; Timothy Collins
Subject: TC Board Resignation

August 10, 2015

Please accept my resignation as Executive Chairman of the Board of Directors of Flux Power Corporation.

Please do not consider this as my withdrawing support for Flux and it's goal of replacing Lead acid Batteries in motive devices.

I will continue to support Flux as an individual, an executive in KleenSpeed Technologies and as an Investment Banker.

I just feel at this time that Flux is not embracing my suggestions as a Board member and my desire to make the management team more effective. I am certain however that Flux will be successful in the future and I will continue to make a contribution as a shareholder and from outside the company.

Best to all

Timothy Collins
