

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 * Johnson Michael | | 2. Issuer Name and Ticker or Trading Symbol Flux Power Holdings, Inc. [FLUX] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/16/2016 | | |
| 985 POINSETTIA AVENUE, SUITE A | | | 4. 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 |
| (Street) | | | | | |
| VISTA, CA 92081 | | | | | |
| (City) | | | (State) | | |
| | | | (Zip) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 08/16/2016 | | A | | 10,000,000 | A | \$ 0.04 | 170,336,117 ⁽⁴⁾ ⁽⁶⁾ | I | see footnote ⁽³⁾ |
| Common Stock ⁽²⁾ | 08/31/2016 | | A | | 12,500,000 | A | \$ 0.04 | 184,836,117 ⁽⁵⁾ ⁽⁶⁾ | I | see footnote ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Michael 985 POINSETTIA AVENUE SUITE A VISTA, CA 92081 | X | X | | |

Signatures

| | |
|---------------------|------------|
| /s/ Michael Johnson | 09/07/2016 |
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Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Represents acquisition of 10,000,000 shares of common stock (at \$0.04 per share) acquired by Esenjay Investments, LLC ("Esenjay") in consideration for cancellation of debt in the amount of \$400,000.
- (2) Represents acquisition of 12,500,000 shares of common stock (at \$0.04 per share) acquired by Esenjay for \$500,000 in cash.
- (3) Securities are held by Esenjay. Mr. Johnson is the sole director and beneficial owner of this entity.
- (4) Includes 13,333,333 shares of common stock convertible under the Unrestricted Line of Credit between Esenjay and the Issuer at \$0.06 per share.
- (5) Includes 15,333,333 shares of common stock convertible under the Unrestricted Line of Credit between Esenjay and the Issuer at \$0.06 per share.
- (6) Under a Side Letter, Esenjay agreed to limit its right of conversion under the Unrestricted Line of Credit to such number of Shares so that upon conversion, if any, it will not cause the Issuer to exceed the authorized number of shares of Common Stock.

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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