

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): April 12, 2018 (April 9, 2018)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On April 9, 2018, the Company attended *The MicroCap Conference* in New York City, NY and reported limited estimated financial information for the nine months ended March 31, 2018 and discussed certain forward-looking performance estimates. Such financial results and performance estimates are included in the Investor Presentation attached hereto as Exhibit 99.1.

The information contained in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<u>Investor Presentation dated April 9, 2018</u>

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: April 12, 2018

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



Flux Power Holdings, Inc

OTCQB: FLUX

**“Leading the Charge” in
New Battery Technology
Adoption in \$10B Forklift Market**



The Microcap Conference
Investor Presentation
April 9, 2018

www.fluxpwr.com



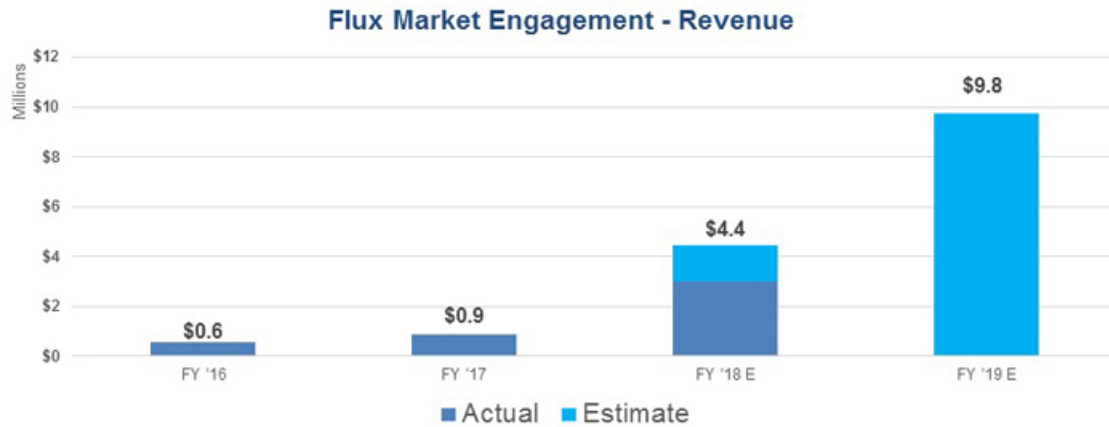
Forward Looking Statements:

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.

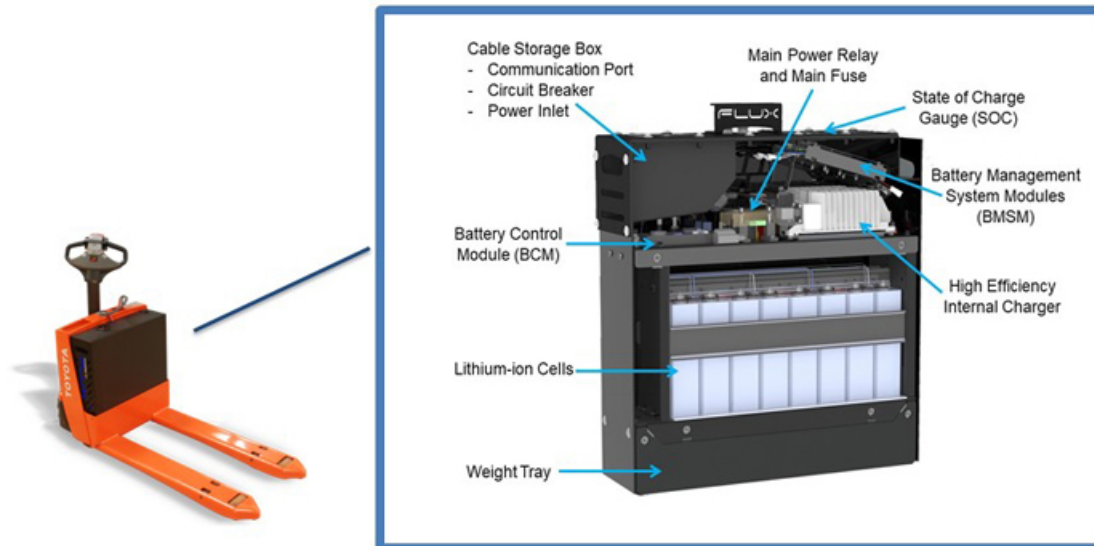
This presentation also contains estimates and other statistical data made by independent parties and by the Company relating to market size and growth and other industry data. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. 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.

“Who is Flux Power Video”

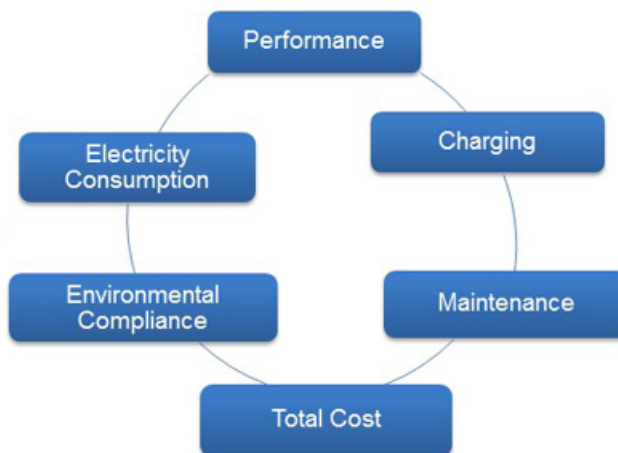
- Pioneering developer of lithium-ion battery solutions for industrial equipment
- Clear performance, cost, safety and environmental advantages over lead-acid
- **Dawn of lithium-ion battery use in industrial equipment is finally here**
- First mover in inevitable shift from lead-acid to lithium-ion batteries
- **Demand is accelerating**



- Battery for Class 3 forklifts --- “walkie” pallet jacks ---
 - *workhorse for materials handling*



➤ Flux LiFT Packs eliminate forklift operator **Pain Points**



Lead Acid Batteries	Flux Lithium-Ion "LiFT Packs"
Power & Runtime Limitations	Run Longer Shifts
Less Efficient Energy Storage	30-50% Electricity Savings
Short life span	5 Year Warranty

Launch Product Line	Launch Mid 2018	Launch Mid 2018
Class 3 Walkies	Class 2, Class 3 End Rider	Class 1 and GSE
1.84 kWh – 4.6 kWh	10.2 kWh – 31.1 kWh	7.7 kWh – 41.5 kWh

*Energy = kWh (kilowatt hours) = Work Done



1-Tier Pack	3-Tier Pack	2-Tier Blade

- Flux poised to serve entire electric forklift market
 - Lithium penetration now under 1%

- Large customers with diverse forklift fleets want one solution provider

- Plenty of room for several market share “winners”

Forklift Type	Market Size (Units)	Average Retail Price	Market Opportunity	Launch Status
Class 3 Walkie	175,000	\$4,500	\$0.79B	Shipping Now
Class 3 End Rider	150,000	\$11,000	\$1.65B	Launch 2018
Class 2 Narrow Aisle	165,000	\$21,500	\$3.55B	Launch Mid 2018
Class 1 Sit-on	175,000	\$22,500	\$3.95B	Piloting; Mid 2018
Total			\$9.94B	

- *Excludes Airport Ground Service Equipment and Other Opportunities*



"We are excited about the partnership with Flux Power. It really makes a difference having a team behind the product and service."



"Overall, we love our LiFT Packs and won't go back to the old lead-acid days."



"We tested the runtime because we were curious—and got 4 days of use without needing to charge the pallet jack, this gives me a comfort level."



"The Flux end rider pack at our exhibit at the Pepsi Show was a huge success. How aggressively can you move forward in filling our needs for the future?"

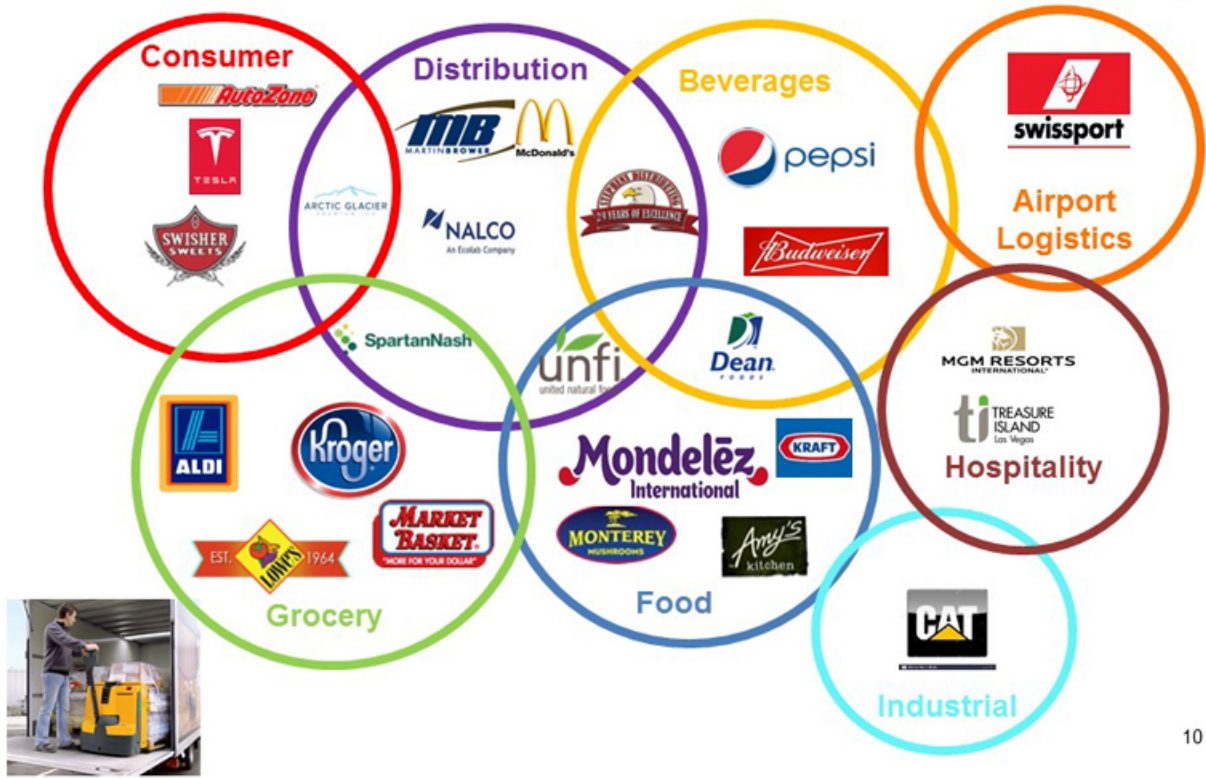


"Our customers rave about the reliability and absence of maintenance."

- Proprietary engineering, design and battery management system
- Strong OEM, Distributor & Customer relationships
- Industry leading unit shipments in our initial “walkie” product line

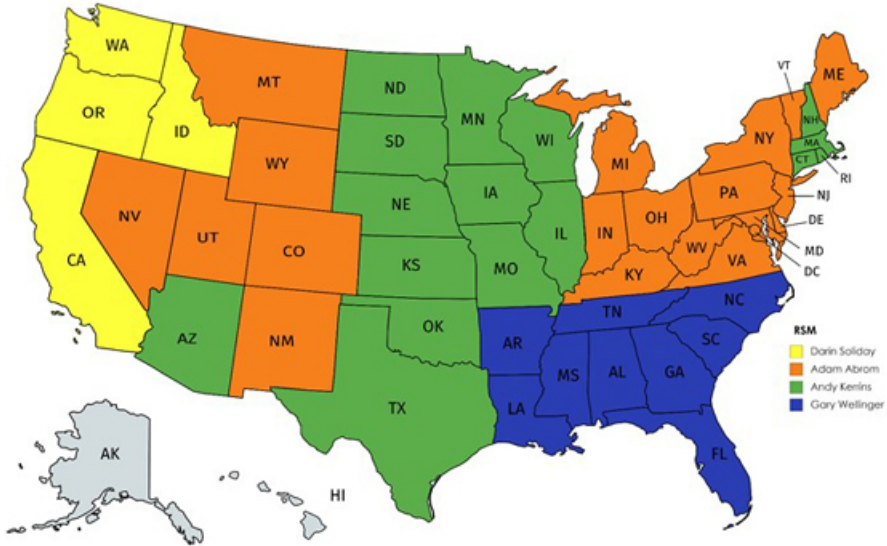
Technical Approvals



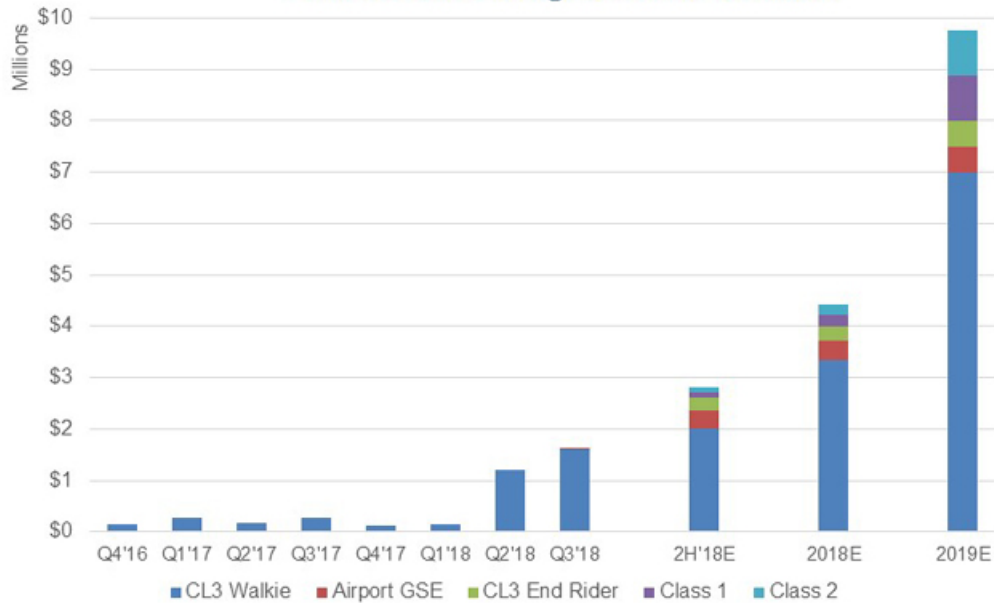


Flux has Built Strong Distribution Across 43 States

- Regional Sales Managers
- Leading Equipment OEMs
- 10 Major Regional Battery Distributors
- Over 200 Equipment Dealers



Flux Revenue Progression & Outlook



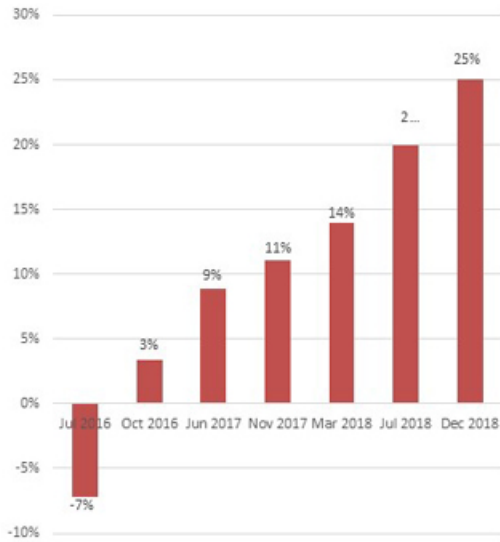
Long-term 'Walkie' revenue opportunity with existing customers > \$150M

Demand

- Lower Margin Industries Seek Efficiency and Lower Costs
- Class 3 deployment dialogues with 10+ major customers
- Advanced Discussions to Offer Flux Class 3 as OEM option
- Expanding Product Line to Meet Request for Larger Solutions

Supply-side

- Assembly capacity for \$1.5M in Class 3 Packs per Month
- Completed "large pack" assembly line development for GSE and Class 1 and "medium pack" assembly line for End Riders and Class 2



Gross Margin Enhancement Initiatives:

- Pricing
- Next Generation Battery Management System (BMS)
- Cell Purchasing Improvements
- Design Cost Reductions
- Volume efficiencies
- Sourcing efficiencies

Gross Margins exclude warranty expense for first generation packs

**Ron Dutt: CEO, Director**

Leadership at DHL, Ford Motor Company, Visa, Directed Electronics and SOLA Int'l. Led companies from early stage to >\$1B rev.

**Paulus Geantil: Engineering**

Expert in embedded systems, electrical design, robotics, & system integration and has patents across various technologies.

**Tod Kilgore: Director of Sales**

Led sales organization at Samina Corporation, Accurate Solutions, Amistar Manufacturing and Marshall Industries.

**Jon Berry: Director of Operations**

Headed ops at Clean Air Power, converter of natural gas for trucks & heavy equip. Senior positions at Alstom Transport, PACCAR UK and Pilkington Aerospace.

**Chris Anthony: Chairman**

Entrepreneur and co-founder/former COO of EV pioneer, Aptera Motors and Epic Boats.

**Michael Johnson: Director**

CEO of Esenjay Petroleum Corp, Texas Gulf Coast oil and gas exploration for 35 years. Largest shareholder of Flux Power.

**James Gevarges: Director**

CEO/co-founder of LHV Power Corp, low and high voltage power supplies since 1991. Electrical engineering degree from Louisiana State University.

**Sir Nigel Burney: Advisory Board**

Entrepreneur & investor with global business relationships, specializing in financing microcap businesses. Law degree from Trinity College, Cambridge.

**Steven Capelli: Advisory Board**

25+ yrs leading & advising high tech companies to revenue & margin growth, & strategic acquisitions. Senior leadership at Sybase and Pyramid Tech.

Closing Price (4/06/18)	\$0.50
52 Week Range	\$0.14 – \$ 0.65
Shares Out	25.1M
Market Cap	\$12.6M
Borrowing on Revolving Line of Credit Convertible at \$0.60*	\$8.0M
Borrowing on Secured Line of Credit*	\$1.8M
FY 2017 Revenue (ended 6/30/17)	\$0.9M
FY 2018 Revenue Estimate (\$3.0M YTD 1st 9 Mo's)	\$4.0M
FY 2019 Revenue Estimate	\$9.7M
Enterprise Value / FY 2019 Revenue	2.3x

**Amounts outstanding as of 3/28/18 on \$10M revolving line of credit and \$5M secured line of credit provided by Esenjay Investments, controlled by Michael Johnson, director and Flux's largest shareholder.*

LiFT Pack Commercialization is Here

- Engaged with major customers representing over 50k unit Class 3 opportunity
- Ramping production & sales – 9M Revenue +285% to \$3M vs. \$0.78M in FY'17

Compelling Value Proposition

- Frustration with lead acid batteries – performance and cost
- Flux offers better performance, longer life, faster charging & maintenance-free

Attractive Valuation Relative to Growth Rate

- Anticipated growth +100% each of next two years
- \$12.6M Market cap + \$10M debt = \$22.6M EV vs. FY'19 rev's E\$9.7M

Leadership and Validation

- UL Listing & OEM approvals validate performance and safety

Thankyou!



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LiFT Pack Finished Goods– Vista, CA Headquarters

LITHIUM ECOSYSTEM

