
**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): May 6, 2020

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.)

2685 S. Melrose Drive, 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))

Securities registered pursuant to Section 12(b) of the Act: None

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

(b) On May 6, 2020, James Gevarges notified the Board of Directors (the “Board”) of Flux Power Holdings, Inc. (the “Company”) of his resignation as a director of the Board of the Company effective immediately. Mr. Gevarges’ resignation was not due to a disagreement with the Company, its operations, policies, or practices but due to personal matters.

(d) On May 7, 2020, the Board appointed John A. Cosentino, Jr. to the Company’s Board. In addition, Mr. Cosentino was appointed as a member of the Company’s Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee. Mr. Cosentino will serve as the chairperson of the Nominating and Corporate Governance Committee.

John A. Cosentino, Jr., age 70. Mr. Cosentino has been a director of Sturm, Ruger & Company, Inc. (NYSE: RGR), a firearm manufacturing company listed on the NYSE, since 2005 to the present. Mr. Cosentino has been a partner of Ironwood Manufacturing Fund, LP, a private equity fund, since 2002, a director of Simonds International, Inc., a cutting tools manufacturer, since 2001, the Chairman of the Board of Habco Industries LLC, an aerospace equipment and services supplier, since 2012, and Senior Advisor of Ironwood Capital Holdings LLC, a private equity firm, since 2012. He was a director of Addaero LLC, a metal alloy manufacturer, from 2014 to 2019, a director of Whitcraft LLC, a manufacturer of engine and other aerospace components, from 2011 to 2017, a director of the Bilco Company, a manufacturer of building products for commercial and residential construction, from 2007 to 2016, Chairman of North American Specialty Glass LLC, a specialty glass provider, from 2005 to 2012, Vice-Chairman of Primary Steel LLC, a national distribution and fabricator of steel products, from 2005 to 2007, and a director of the Wiremold Company, a manufacturer of wire management and power conditioning systems, from 1991 to 2000. Mr. Cosentino was a partner of Capital Resource Partners, LP, a private capital firm, from 1999 to 2000, and served as a director in a number of its portfolio companies. Mr. Cosentino received an undergraduate degree from Harvard University and an MBA from the University of Pennsylvania.

The Board has determined that Mr. Cosentino satisfies the definition of “independent director” and the requirements for service on the Board’s Audit, Nominating and Corporate Governance, and Compensation Committees under the NASDAQ listing standards.

In connection with Mr. Cosentino’s appointment as a director of the Company, he will enter into the Company’s standard form of indemnification agreement. Except as disclosed in this Current Report on Form 8-K, there are no arrangements or understandings with any other person pursuant to which Mr. Cosentino was appointed as a director of the Company. There are also no family relationships between Mr. Cosentino and any of the Company’s directors or executive officers. Except as disclosed in this Current Report on Form 8-K, Mr. Cosentino has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Cosentino will be eligible to receive the same compensation pursuant to the outside director compensation package approved by the Board in December 2019 upon recommendation by the Company’s Compensation Committee, which is in accordance with the Company’s standard arrangements for non-employee directors. Effective upon Mr. Cosentino appointment, he was awarded non-qualified stock options to purchase 3,480 shares of common stock under the Company’s 2014 Equity Incentive Plan, which vests over a two year period in quarterly installments.

A copy of the Company's press release announcing the matters described herein is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Exhibit Description
<u>99.1</u>	<u>Press Release dated May 11, 2020</u>

SIGNATURES

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

By: /s/ Ronald F. Dutt
Ronald F. Dutt, Chief Executive Officer

Dated: May 11, 2020



Flux Power Announces Appointment of New Member to the Board of Directors

Vista, CA – May 11, 2020 -- Flux Power Holdings, Inc. (OTCQB: FLUX), a developer of advanced lithium-ion batteries for commercial and industrial equipment including electric forklifts and airport ground support equipment (“GSE”) is announcing the appointment of John A. Cosentino, Jr. as a new member of the Board of Directors.

Mr. Cosentino has extensive experience in management, private equity, and as a Board member of numerous companies, many of which are precision manufacturing companies serving industrial markets.

Management experience includes: VP Operations at The Stanley Works (NYSE: SWK), President of Otis Elevator North America at United Technologies Corporation (NYSE: UTX), Group Executive at Danaher Corporation (NYSE: DHR), VP Finance at Black & Decker Corporation Household Products Group (NYSE:BDK), and VP Finance at United Technologies Automotive Group (NYSE:UTX).

Private equity experience includes: Founding Partner at Ironwood Manufacturing Fund, Senior Advisor at Ironwood Capital, and Partner at Capital Resource Partners.

Governance experience as a member of Board of Directors includes: Sturm Ruger & Co (NYSE: RGR), Habco Industries LLC, Simonds International, Whitcraft LLC, Addaero, LLC, The Bilco Company, Primary Steel LLC, The Wiremold Company, and Integrated Electrical Services (NYSE: IEE).

Mr. Cosentino is currently Vice Chairman and Lead Director at Sturm Ruger & Co. (NYSE: RGR), Chairman at Habco Industries LLC, and Director at Simonds International.

Mr. Cosentino received an undergraduate degree from Harvard University and an MBA from Wharton School of University of Pennsylvania. He resides in Simsbury, Connecticut with his family.

“The Flux Power Board believes Mr. Cosentino’s impressive executive management, investment management, and board experience qualify him to serve on the Board of Directors,” comments Ron Dutt, CEO and Chairman.

“I am pleased to announce John’s appointment to our board and look forward to him providing a breadth and depth of experience so relevant to our business.”

Mr. Cosentino is filling the open board position from the recent resignation of Mr. James Gevarges, with the board membership remaining at five.

About Flux Power Holdings, Inc. (www.fluxpower.com)

Flux Power develops advanced lithium-ion batteries for commercial and industrial uses, including its first-ever UL 2271 Listed lithium-ion “LiFT Pack” forklift batteries. Flux Power solutions utilize its proprietary battery management system and in-house engineering and product design. Flux Power batteries deliver improved performance, extended cycle life and lower total cost of ownership than legacy lead-acid solutions. Flux Power sells primarily to lift equipment OEMs, their dealers and battery distributors. Products include advanced battery packs for motive power in the lift equipment and airport ground support markets, and other commercial and industrial applications.

Flux, Flux Power and associated logos are trademarks of Flux Power Holdings, Inc. All other third-party brands, products, trademarks, or registered marks are the property of and used to identify the products or services of their respective owners.

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