

**Roth Capital Partners, LLC**  
**888 San Clemente Drive**  
**Newport Beach, CA 92660**

August 6, 2020

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Flux Power Holdings, Inc. (the "Company")**  
**Registration Statement on Form S-1 (File No. 333-231766)**

Ladies and Gentlemen:

In connection with the above-captioned registration statement, and pursuant to Rule 461 under the Securities Act of 1933, as amended (the "Act"), Roth Capital Partners, LLC, as the representative of the underwriters, hereby joins in the request of the Company that the effective date of such registration statement be accelerated to 5:00 p.m. (Eastern time) on Monday, August 10, 2020, or as soon thereafter as practicable.

In making this request the undersigned acknowledges that it is aware of its obligations under the Act as they relate to the public offering of securities pursuant to the registration statement.

Very truly yours,

ROTH CAPITAL PARTNERS, LLC,  
*As the Representative of the Underwriters*

By: /s/ Aaron M. Gurewitz

Name: Aaron M. Gurewitz

Title: Head of Equity Capital Markets

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