

**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): February 24, 2021

FLUX POWER HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-31543
(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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	FLUX	Nasdaq Capital Market

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 5.08 Shareholder Director Nomination.

To the extent applicable, the information in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.08.

Item 8.01 Other Events.

The Board of Directors of the Company determined that the Company's 2021 Annual Meeting of Stockholders (the "2021 Annual Meeting") will be held virtually online by means of remote communication on or about April 29, 2021, or as otherwise set forth in the Company's notice and proxy statement for the 2021 Annual Meeting. Stockholders of record of Company's common stock at the close of business on March 1, 2021, the planned record date for the 2021 Annual Meeting, will be entitled to notice of, and to vote at, the 2021 Annual Meeting. The Company however reserves the right to change the record date prior to the 2021 Annual Meeting.

Since the Company did not hold an annual stockholders meeting the previous year, stockholders of the Company who wish to have a proposal considered for inclusion in the Company's proxy materials for the 2021 Annual Meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") or pursuant to the Amended and Restated Bylaws must ensure that such proposal is delivered to or mailed to and received by the Company's Secretary at Flux Power Holdings, Inc., 2685 S. Melrose Drive, Vista, California 92081 on or before the close of business on March 5, 2021, which the Company has determined to be a reasonable time before it expects to begin to print and distribute its proxy materials.

Any stockholder who intends to submit a director nomination or who intends to submit a proposal regarding any other matter of business at the 2021 Annual Meeting other than in accordance with Rule 14a-8 or otherwise must similarly make sure that such nomination or proposal and related notice, including any notice on Schedule 14N, are delivered to, or mailed and received at, the Company's principal executive offices on or before the close of business on March 5, 2021.

In addition to complying with the March 5, 2021 deadlines, stockholder director nominations and stockholder proposals intended to be considered for inclusion in the Company's proxy materials for the 2021 Annual Meeting must also comply with all applicable Securities and Exchange Commission rules, including Rule 14a-8, Nevada corporate law and the Company's Amended and Restated Bylaws in order to be eligible for inclusion in the proxy materials for the 2021 Annual Meeting. Any director nominations and stockholder proposals received after the March 5, 2021 deadline will be considered untimely and will not be considered for inclusion in the proxy material for

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: February 24, 2021