

**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 27, 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. []

8.01 Other Events.

On May 27, 2021, Flux Power Holdings, Inc., a Nevada corporation (the "Company") filed Amendment No. 1 (the "Amendment") to the prospectus supplement dated December 21, 2020 (the "Prospectus Supplement") for its previously disclosed Common Stock Sales Agreement (the "Sales Agreement") with H.C. Wainwright & Co., LLC (the "Agent") to increase the size of the "at the market offering" program (the "ATM Offering") under which the Company may from time to time offer and sell shares of its common stock, par value \$0.001 per share, from an aggregate offering price of up to \$10 million in the Prospectus Supplement to an amended maximum aggregate offering price of up to \$20 million in the Amendment, to or through HCW, as sales agent or principal. Accordingly, pursuant to the ATM Offering, the Company may sell up to \$20 million of shares of the Company's common stock (the "Shares") (which amount includes the value of shares we have already sold prior to the date of this Amendment) pursuant to the base prospectus dated October 26, 2020, the Prospectus Supplement, and the Amendment (collectively, the "Prospectus"). Prior to the date of the Amendment, an aggregate of 677,309 shares of common stock were sold for gross proceeds of approximately \$9.25 million in connection with the ATM Offering.

The Shares have been registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the Company's Registration Statement on Form S-3 (File No. 333-249521), declared effective by the Securities and Exchange Commission (the "Commission") on October 26, 2020, and the Prospectus. Sales of the Shares, if any, may be made by any method permitted by law deemed to be an "at-the-market offering" as defined in Rule 415(a)(4) of the Securities Act. The Company or the Agent may, upon written notice to the other party in accordance with the terms of the Sales Agreement, suspend offers and sales of the Shares. The Company and HCW each have the right, in its sole discretion, to terminate the Sales Agreement at any time upon prior written notice pursuant to the terms and subject to the conditions set forth in the Sales Agreement.

The Company will pay to HCW a commission in an amount equal to 3.0% of the gross sales price per Share sold through it as sales agent under the Sales Agreement. In addition, the Company has agreed to reimburse HCW for certain expenses it incurs in the performance of its obligations up to a maximum of \$50,000, and \$2,500 per quarter thereafter, under the Sales Agreement. The Company has also agreed pursuant to the Sales Agreement to indemnify and provide contribution to HCW against certain liabilities, including liabilities under the Securities Act.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Company's common stock in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The Sales Agreement was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on December 21, 2020 and is incorporated herein by reference. The description of the material terms of the Sales Agreement is qualified in its entirety by reference to such exhibit.

A legal opinion of Lewis Brisbois Bisgaard & Smith LLP relating to the validity of the Shares (including the consent) is filed herewith as Exhibit 5.1 and is incorporated hereby by reference.

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Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
10.1	Sales Agreement with H.C. Wainwright & Co., LLC*
5.1	Opinion of Lewis Brisbois Bisgaard & Smith LLP
23.1	Consent of Lewis Brisbois Bisgaard & Smith LLP (contained in Exhibit 5.1)

* Incorporated by reference to Company's Current Report on Form 8-K filed December 21, 2020.

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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 27, 2021

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2020 West El Camino Avenue, Suite 700
Sacramento, California 95833
Phone: 916.564.5400
Fax: 916-564-5444

May 27, 2021

Flux Power Holdings, Inc
2685 S. Melrose Drive
Vista, CA 92081

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the sale and issuance from time to time by Flux Power Holdings, Inc., a Nevada corporation (the "Company"), of shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), having an aggregate offering price of up to \$20,000,000 (the "Shares"), pursuant to an effective shelf registration statement on Form S-3 (File No. 333-249521) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), and the related prospectus dated October 16, 2020, and declared effective by the Commission on October 26, 2020, as supplemented by the prospectus supplement dated December 21, 2020, and further supplemented by Amendment No. 1 dated May 27, 2021, filed with the Commission pursuant to Rule 424(b) promulgated under the Securities Act (collectively, as supplemented and amended, the "Prospectus").

For purposes of rendering the opinions set forth below, we have examined such documents and reviewed such questions of law as we have considered necessary and appropriate for the purposes of our opinion including (i) Common Stock Sales Agreement dated December 21, 2020 between the Company and H.C. Wainwright & Co., LLC (the "Sales Agreement"), (ii) the Registration Statement, including the exhibits filed therewith, (iii) the Prospectus, (iv) the Company's amended and restated articles of incorporation, as amended and as currently in effect (the "Articles of Incorporation"), (v) the Company's amended and restated bylaws, as amended and as currently in effect (the "Bylaws"), (vi) the corporate minutes and other actions of the Company, and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

In rendering this opinion, we have assumed: (A) the genuineness and authenticity of all signatures on original documents; (B) the genuineness and authenticity of all documents submitted to us as originals; (C) the conformity to originals of all documents submitted to us as copies; (D) the accuracy, completeness and authenticity of certificates of public officials; and (E) the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness of such documents (other than with respect to the Company) and have not sought independently to verify such matters.

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We express no opinions other than as specifically set forth herein. We are opining solely on all applicable statutory provisions of the Nevada Revised Statutes and all applicable judicial determinations in connection therewith (based solely upon our review of a standard compilation thereof) as in effect as of the date hereof. We express no opinion as to whether the laws of any jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof. This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares have been duly and validly authorized and, when issued and sold pursuant to that certain Sales Agreement, in accordance with the Registration Statement and the Prospectus, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm therein and in the Prospectus under the caption "Legal Matters." In giving our consent, we do not thereby admit that we are experts with respect to any part of the Registration Statement within the meaning of the term "expert," as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder by the Commission, nor do we admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Lewis Brisbois Bisgaard & Smith LLP

LEWIS BRISBOIS BISGAARD & SMITH llp