

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Mason Jeffrey Curtis</u> (Last) (First) (Middle) <u>C/O FLUX POWER HOLDINGS, INC.</u> <u>2685 S. MELROSE DRIVE</u> (Street) <u>VISTA CA 92081</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/07/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Flux Power Holdings, Inc. [FLUX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President of Operations</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>1,376</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Time Based Restricted Stock Units</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>2,560⁽³⁾</u>	<u>0</u>	<u>D</u>
<u>Stock Options</u>	<u>(2)</u>	<u>10/31/2032</u>	<u>Common Stock</u>	<u>34,986⁽³⁾</u>	<u>3.43</u>	<u>D</u>

Explanation of Responses:

- 3,840 restricted stock units ("RSUs") were granted pursuant to the Restricted Stock Unit Award Agreement, date October 29, 2021, under the Issuer's 2014 Equity Incentive Plan ("2014 Plan"), of which 1,280 RSUs have vested and 2,560 RSUs are unvested. 1,280 RSUs will vest on October 29, 2023 and the remaining 1,280 RSUs will vest on October 29, 2024.
- Pursuant to the Issuer's 2021 Equity Incentive Plan (the "2021 Plan"), on October 31, 2022, the Reporting Person was granted 34,986 incentive stock options (the "Options") at an exercise price of \$3.43, which is based on the Issuer's 10-day volume weighted average price on October 31, 2022. The Options will vest in four equal annual installments commencing one year after October 31, 2022.
- All transactions are exempt from Section 16(b) by reason of Rule 16b-3.

/s/ Jeffrey Curtis Mason

11/17/2022

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.