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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Scheiwe Charles</u> <hr/> (Last) (First) (Middle) C/O FLUX POWER HOLDINGS, INC. 2685 S. MELROSE DRIVE <hr/> (Street) VISTA CA 92081 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Flux Power Holdings, Inc. [ FLUX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) CFO and Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2023		M		3,515	A	(1)	13,633	D	
Common Stock	10/27/2023		S		333	D	\$3.35 <sup>(2)(4)</sup>	13,300	D	
Common Stock	10/30/2023		S		734	D	\$3.3 <sup>(3)(4)</sup>	12,566	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	10/26/2023		M			3,515	(1)	(1)	Common Stock	3,515	(1)	0	D	

**Explanation of Responses:**

- Represents a grant of restricted stock units ("RSUs") subject to the conditions of the Restricted Stock Unit Award Agreement pursuant to the Issuer's 2014 Equity Incentive Plan approved by the Board on November 5, 2020. Each RSU represents a contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock. The RSU vested entirely on October 26, 2023, three (3) years from the vesting commencement date of October 26, 2020.
- The price reported in Column 4 is the actual price. These shares were sold in the open market in multiple transactions, all at the stated price of \$3.35 per share.
- The price reported in Column 4 is a weighted average price. These shares were sold in the open market in multiple transactions, at prices ranging from \$3.285 to \$3.32, inclusive. Upon request by the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate transaction.
- The sale reported on this Form 4 represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of Restricted Stock Units ("RSUs"). The sale is made to satisfy tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.

/s/ Charles Scheiwe 10/30/2023  
 \*\* 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 4 (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.