

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Bo-Linn Cheemin</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. 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) <input checked="" type="checkbox"/> Other (specify below) <u>FORMER DIRECTOR</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/18/2024</u>	
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 <sup>(1)(3)</sup>	04/18/2024		M <sup>(1)</sup>		16,883	A	(1)	39,501	D	
Common Stock <sup>(2)(3)</sup>	04/18/2024		M <sup>(2)</sup>		1,678	A	(2)	41,179	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
Restricted Stock Units <sup>(1)(3)</sup>	(1)	04/18/2024		M			16,883	(1)	(1)	Common Stock	16,883	(1)	0	D	
Restricted Stock Unit <sup>(2)(3)</sup>	(2)	04/18/2024		M			1,678	(2)	(2)	Common Stock	1,678	(2)	0	D	

**Explanation of Responses:**

- Represents a grant of 16,883 restricted stock units ("RSUs") on April 20, 2023 (the "2023 Grant") subject to the conditions of the restricted stock unit award agreement pursuant to the Issuer's 2014 Equity Incentive Plan (the "2014 Plan"). On April 18, 2024, the entire 2023 Grant accelerated and became fully vested as of April 18, 2024.
- Represents a grant of RSUs on August 26, 2022 subject to the conditions of the restricted stock unit award agreement pursuant to the Issuer's 2014 Plan (the "2022 Grant"). One third of the 2022 Grant vested on August 26, 2022, and a subsequent one third vested on April 29, 2023. On April 18, 2024, the remaining one third of the 2022 Grant accelerated and became fully vested as of April 18, 2024.
- Each RSU represents a contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock.

**Remarks:**

Exhibit 24 - Power of Attorney (previously filed as Exhibit 24 to Form 4 dated May 2, 2022.) This "Exit" Form 4 is voluntarily filed to report that the Reporting Person is no longer serving in the role as the Company's director, effective as of April 18, 2024, and therefore is no longer subject to Section 16 reporting.

/s/ Ronald F. Dutt, Attorney-in-fact for Cheemin Bo-Linn 04/19/2024

\*\* 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.