

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): September 16, 2025

**FLUX POWER HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <u>Nevada</u><br>(State or Other Jurisdiction<br>of Incorporation)                          | <u>001-31543</u><br>(Commission<br>File Number) | <u>92-3550089</u><br>(IRS Employer<br>Identification No.) |
| <u>2685 S. Melrose Drive, Vista, California</u><br>(Address of Principal Executive Offices) |   | <u>92081</u><br>(Zip Code)                                |
| <u>877-505-3589</u><br>(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 2.02 Results of Operations and Financial Condition.**

On September 16, 2025, the Company issued a press release announcing, among other things, limited financial and operational information for its fourth quarter and full fiscal year ended June 30, 2025 and provided certain forward-looking performance estimates. In addition, the Company will hold a conference call on September 16, 2025 to discuss such results. The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The projections constituting the performance estimates included in the press release involve risks and uncertainties, the outcome of which cannot be foreseen at this time and, therefore, actual results may vary materially from these forecasts. In this regard, see the information included in the press release under the caption “Forward-Looking Statements.”

**Item 7.01 Regulation FD Disclosure.**

The information under Items 2.02 of this Current Report on Form 8-K is incorporated by reference in this Item 7.01.

*The information reported under Items 2.02 and 7.01 in this Current Report on Form 8-K, including Exhibit 99.1, is being “furnished” and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.*

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit Index**

| Exhibit | Exhibit Description   |
|---------|---|
| 99.1    | <a href="#">Press Release dated September 16, 2025</a>                      |
| 104     | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

## 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/ Krishna Vanka  
Krishna Vanka,  
Chief Executive Officer

Dated: September 16, 2025

---

**Flux Power Reports Fourth Quarter and Fiscal Year 2025 Financial Results**

*Q4 Revenue increased 25% to \$16.7 million over Prior Year Period;*

*Fiscal Year 2025 Revenue Up 9% over 2024*

**Vista, CA — Sep 16, 2025** — Flux Power Holdings, Inc. (NASDAQ: FLUX), a leading developer of advanced lithium-ion energy storage solutions and software-driven electrification for commercial and industrial equipment, today reported financial and operational results for the fourth quarter and fiscal year ending June 30, 2025.

**Fourth Quarter and Recent Business Highlights**

- Secured a purchase order for over \$2 million from a major North American airline for its newly redesigned G80-420 lithium-ion battery pack
- Recently secured an additional \$1.2 million order with another airline for G80 lithium-ion energy solutions with the SkyEMS software platform
- Awarded new patent that covers a breakthrough approach to battery charge balancing to optimize performance, extend battery life and reduce downtime
- Recognized among *Financial Times*' fastest growing companies in the Americas 2025
- Released SkyEMS 2.0 software platform as a beta with an airline customer and will be rolling it out to additional customers in the coming months
- Closed \$5 million private placement of prefunded warrants and common warrants

**CEO Commentary**

"We finished 2025 with solid year-over-year growth on both a quarterly and annualized basis, resulting in improvements to our bottom line," said Krishna Vanka, Flux Power's CEO. "As we continue to scale the business, my top strategic initiative is to achieve profitable growth through a commitment to operational efficiencies combined with a reinvigorated sales approach, enhanced value delivery to customers and more diverse revenue streams."

"As we look ahead to the coming fiscal year, the current tariff and macroeconomic environment create uncertainty and near-term caution for certain customers. That said, the recent infusion of additional capital combined with the growth of our sales opportunities as well as the expected benefits from our strategic initiatives give us reason to be increasingly optimistic for the latter part of our fiscal year."

**Fourth Quarter Fiscal 2025 Financial Results**

Revenue for the fourth fiscal quarter of 2025 increased 25% to \$16.7 million, compared to \$13.4 million in the fourth fiscal quarter of 2024. Gross profit for the fourth fiscal quarter of 2025 improved approximately 61% to \$5.8 million, compared to \$3.6 million in the fourth fiscal quarter of 2024. Gross margin increased 760 basis points to 34.5% in the fourth fiscal quarter of 2025, compared to 26.9% in the fourth fiscal quarter of 2024.

---



Operating expenses for the fourth quarter were \$6.5 million, compared to \$5.4 million in the prior year quarter.

Operating loss for the fourth quarter was \$0.8 million, compared to \$1.8 million in the prior year quarter. Excluding costs associated with the multi-year restatement of previously issued financial statements and stock-based compensation, fourth quarter non-GAAP operating income was \$0.4 million, compared to an operating loss of \$1.5 million in the prior year period.

Net loss for the fourth quarter improved to \$1.2 million, or (\$0.07) per share, compared to a net loss of \$2.2 million, or (\$0.13) per share, in the fourth quarter of 2024. On a non-GAAP basis, fourth quarter net loss was \$0.03 million, or \$(0.00) per share, which excludes the above-referenced costs, compared to a net loss of \$1.9 million, or (\$0.11) per share in the prior year.

Adjusted EBITDA for the fourth quarter improved to \$0.6 million, compared to (\$1.2) million in the prior year period.

#### **Full Year Fiscal 2025 Financial Results**

For the full year of fiscal 2025, revenue increased 9% to \$66.4 million from \$60.8 million in fiscal year 2024. Gross margin for fiscal 2025 increased 440 basis points to 32.7% from 28.3% in the prior year.

Operating expenses for fiscal 2025 were \$26.8 million, compared to \$23.8 million in the prior year. Fiscal 2025 operating expenses include \$2.9 million of expenses incurred in connection with the multi-year restatement of previously issued financial statements, which will not be incurred in future quarters.

Operating loss for the full year was \$5.0 million, compared to \$6.6 million in the prior year quarter. Excluding costs associated with the multi-year restatement of previously issued financial statements and stock-based compensation, full year non-GAAP operating loss was \$1.1 million, compared to an operating loss of \$5.0 million in the prior year.

Net loss for the full year was \$6.7 million, or (\$0.40) per share, compared to a net loss of \$8.3 million, or (\$0.50) per share, in the prior year. Full year non-GAAP net loss was \$2.8 million, or \$(0.17) per share, which excludes the above referenced costs, compared to a net loss of \$6.8 million, or (\$0.41) per share in the prior year.

Full year 2025 adjusted EBITDA was (\$0.1) million, compared to (\$4.0) million in 2024.

#### **Balance Sheet**

Cash as of June 30, 2025 was \$1.3 million. Subsequent to quarter-end, the Company raised approximately \$5 million in gross proceeds from a private placement of prefunded warrants and common warrants. The cash impact of the raise is approximately \$3.8 million, net of debt conversion and fees. Additional sources of working capital include a line of credit as of June 30, 2025, under a \$16.0 million credit facility from Gibraltar Business Capital ("Gibraltar"), with a remaining available balance of \$2.4 million, subject to borrowing base limitations and satisfaction of certain financial covenants, and \$1.0 million available under a subordinated line of credit with Cleveland Capital. The credit line with Gibraltar, subject to eligible accounts receivables and inventory borrowing base, provides for expansion up to \$20 million.

---



## Conference Call

Flux Power will host a conference call on Tuesday, September 16, 2025 at 1:30 p.m. Pacific Time (4:30 p.m. Eastern Time) to discuss its fourth quarter and fiscal year 2025 financial results. To access the call, please use the following information:

**Date:** Tuesday, September 16, 2025

**Time:** 1:30 p.m. Pacific Time | 4:30 p.m. Eastern Time

**Toll-free dial-in number:** 1-833-630-1956

**International dial-in number:** +1-412-317-1837

Additionally, this conference call will be broadcast live over the Internet and can be accessed by all interested parties on the [News & Events](#) section of the Company's Investor Relations website.

For those unable to participate during the live broadcast of the conference call, a telephone replay will be available approximately two hours after the conference call and accessible through October 9, 2025. The replay dial-in number is 1-877-344-7529, and the pass code 2140383. International callers should dial +1-412-317-0088 and enter the same pass code. Additionally, a replay of the webcast will be available on Flux's Investor Relations website for approximately 90 days.

## About Flux Power

Flux Power (NASDAQ: FLUX) designs, manufactures, and sells advanced lithium-ion energy storage solutions for electrification of a range of industrial and commercial sectors including material handling, airport ground support equipment (GSE), and stationary energy storage. Flux Power's lithium-ion battery packs, including the proprietary battery management system (BMS) and telemetry, provide customers with a better performing, lower cost of ownership, and more environmentally friendly alternative, in many instances, to traditional lead acid and propane-based solutions. Lithium-ion battery packs reduce CO2 emissions and help improve sustainability and ESG metrics for fleets. For more information, please visit [www.fluxpower.com](http://www.fluxpower.com).

## Forward-Looking Statements

This release contains projections and other "forward-looking statements" relating to Flux Power's business, that are often identified using "believes," "expects" or similar expressions. Forward-looking statements involve several estimates, assumptions, risks, and other uncertainties that may cause actual results to be materially different from those anticipated, believed, estimated, expected, etc. Accordingly, statements are not guarantees of future results. Some of the important factors that could cause Flux Power's actual results to differ materially from those projected in any such forward-looking statements include, but are not limited to: risks and uncertainties, related to Flux Power's business, results and financial condition; plans and expectations with respect to access to capital and outstanding indebtedness; Flux Power's ability to comply with the terms of the existing credit facilities to obtain the necessary capital from such credit facilities; Flux Power's ability to raise capital; Flux Power's ability to continue as a going concern. Flux Power's ability to obtain raw materials and other supplies for its products at competitive prices and on a timely basis; the development and success of new products, projected sales, cancellation of purchase orders, deferral of shipments, Flux Power's ability to improve its gross margins, or achieve breakeven cash flow or profitability, Flux Power's ability to fulfill backlog orders or realize profit from the contracts reflected in backlog sale; Flux Power's ability to fulfill backlog orders due to changes in orders reflected in backlog sales, Flux Power's ability to obtain the necessary funds under the credit facilities, Flux Power's ability to timely obtain UL Listing for its products, Flux Power's ability to fund its operations, distribution partnerships and business opportunities and the uncertainties of customer acceptance and purchase of current and new products, and changes in pricing. Actual results could differ from those projected due to numerous factors and uncertainties. Although Flux Power believes that the expectations, opinions, projections, and comments reflected in these forward-looking statements are reasonable, they can give no assurance that such statements will prove to be correct, and that the Flux Power's actual results of operations, financial condition and performance will not differ materially from the results of operations, financial condition and performance reflected or implied by these forward-looking statements. Undue reliance should not be placed on the forward-looking statements and Investors should refer to the risk factors outlined in our Form 10-K, 10-Q and other reports filed with the SEC and available at [www.sec.gov/edgar](http://www.sec.gov/edgar). These forward-looking statements are made as of the date of this news release, and Flux Power assumes no obligation to update these statements or the reasons why actual results could differ from those projected.

*Flux, Flux Power, and associated logos are trademarks of Flux Power Holdings, Inc. All other third-party brands, products, trademarks, or registered marks are the property of and used to identify the products or services of their respective owners.*

## Follow us at:

Blog: [Flux Power Blog](#)

News [Flux Power News](#)

Twitter: [@Flux\\_Power](#)

LinkedIn: [Flux Power](#)

---



**FLUX POWER HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

|  | Year ended June 30, |                |
|--|---------------------|----------------|
|  | 2025                | 2024           |
| Revenues   | \$ 66,434,000       | \$ 60,824,000  |
| Cost of sales  | 44,694,000          | 43,591,000     |
| Gross profit   | 21,740,000          | 17,233,000     |
| Operating expenses:  |                     |                |
| Selling and administrative   | 22,304,000          | 18,932,000     |
| Research and development   | 4,464,000           | 4,916,000      |
| Total operating expenses   | 26,768,000          | 23,848,000     |
| Operating loss   | (5,028,000)         | (6,615,000)    |
| Other income (expense):  |                     |                |
| Interest income (expense), net   | (1,646,000)         | (1,718,000)    |
| Net loss   | \$ (6,674,000)      | \$ (8,333,000) |
| Net loss per share - basic and diluted                                   | \$ (0.40)           | \$ (0.50)      |
| Weighted average number of common shares outstanding - basic and diluted | 16,717,761          | 16,548,533     |



**FLUX POWER HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS- continued**  
**(Unaudited)**

|  | Quarter ended June 30, |                |
|--|------------------------|----------------|
|  | 2025                   | 2024           |
| Revenues   | \$ 16,737,000          | \$ 13,377,000  |
| Cost of sales  | 10,965,000             | 9,785,000      |
| Gross profit   | 5,772,000              | 3,592,000      |
| Operating expenses:  |                        |                |
| Selling and administrative   | 5,487,000              | 4,303,000      |
| Research and development   | 1,045,000              | 1,100,000      |
| Total operating expenses   | 6,532,000              | 5,403,000      |
| Operating loss   | (760,000)              | (1,811,000)    |
| Other income (expense):  |                        |                |
| Interest income (expense), net   | (419,000)              | (433,000)      |
| Net loss   | \$ (1,179,000)         | \$ (2,244,000) |
| Net loss per share - basic and diluted                                   | \$ (0.07)              | \$ (0.13)      |
| Weighted average number of common shares outstanding - basic and diluted | 16,822,202             | 16,847,255     |





FLUX POWER HOLDINGS, INC.  
Non-GAAP Net Income Adjustments  
(Unaudited)

|   | Year ended June 30,    |                    |
|---|------------------------|--------------------|
|   | 2025                   | 2024               |
| Net Income / (Loss)                                 | \$ (6,674,000)         | \$ (8,333,000)     |
| <b>Non-GAAP Adjustments to Net Income / (Loss):</b> |                        |                    |
| Stock Based Compensation                            | 979,000                | 1,571,000          |
| Restatement and related Costs                       | 2,900,000              | -                  |
| <b>Total Non-GAAP Adjustments</b>                   | <b>3,879,000</b>       | <b>1,571,000</b>   |
| <b>Non-GAAP Net Income / (Loss)</b>                 | <b>(2,795,000)</b>     | <b>(6,762,000)</b> |
| <b>Non-GAAP loss per share - basic and diluted</b>  | <b>\$ (0.17)</b>       | <b>\$ (0.41)</b>   |
|   |                        |                    |
|   | Quarter ended June 30, |                    |
|   | 2025                   | 2024               |
| Net Income / (Loss)                                 | \$ (1,179,000)         | \$ (2,244,000)     |
| <b>Non-GAAP Adjustments to Net Income / (Loss):</b> |                        |                    |
| Stock Based Compensation                            | 148,000                | 338,000            |
| Restatement and related Costs                       | 1,000,000              | -                  |
| <b>Total Non-GAAP Adjustments</b>                   | <b>1,148,000</b>       | <b>338,000</b>     |
| <b>Non-GAAP Net Income / (Loss)</b>                 | <b>(31,000)</b>        | <b>(1,906,000)</b> |
| <b>Non-GAAP loss per share - basic and diluted</b>  | <b>\$ (0.00)</b>       | <b>\$ (0.11)</b>   |



**FLUX POWER HOLDINGS, INC.**  
**Non-GAAP Operating Income Adjustments**  
**(Unaudited)**

**Non-GAAP Operating Income Adjustments**

|   | Year ended June 30,    |                       |
|---|------------------------|-----------------------|
|   | 2025                   | 2024                  |
| Operating Income / (Loss)                                 | \$ (5,028,000)         | \$ (6,615,000)        |
| <b>Non-GAAP Adjustments to Operating Income / (Loss):</b> |                        |                       |
| Stock Based Compensation                                  | 979,000                | 1,571,000             |
| Restatement and related Costs                             | 2,900,000              | -                     |
| <b>Total Non-GAAP Adjustments</b>                         | <b>3,879,000</b>       | <b>1,571,000</b>      |
| <b>Non-GAAP Operating Income / (Loss)</b>                 | <b>\$ (1,149,000)</b>  | <b>\$ (5,044,000)</b> |
|   | Quarter ended June 30, |                       |
|   | 2025                   | 2024                  |
| Operating Income / (Loss)                                 | \$ (760,000)           | \$ (1,811,000)        |
| <b>Non-GAAP Adjustments to Operating Income / (Loss):</b> |                        |                       |
| Stock Based Compensation                                  | 148,000                | 338,000               |
| Restatement and related Costs                             | 1,000,000              | -                     |
| <b>Total Non-GAAP Adjustments</b>                         | <b>1,148,000</b>       | <b>338,000</b>        |
| <b>Non-GAAP Operating Income / (Loss)</b>                 | <b>\$ 388,000</b>      | <b>\$ (1,473,000)</b> |



**FLUX POWER HOLDINGS, INC.**  
**Adjusted EBITDA Reconciliation**  
**(Unaudited)**

|                               | Year ended June 30, |                |
|-------------------------------|---------------------|----------------|
|                               | 2025                | 2024           |
| Net loss                      | \$ (6,674,000)      | \$ (8,333,000) |
| Add/Subtract:                 |                     |                |
| Interest, net                 | 1,646,000           | 1,718,000      |
| Income tax provision          | -                   | -              |
| Depreciation and amortization | 1,002,000           | 1,045,000      |
| EBITDA                        | (4,026,000)         | (5,570,000)    |
| Add/Subtract:                 |                     |                |
| Restatement and related Costs | 2,900,000           | -              |
| Stock-based compensation      | 979,000             | 1,571,000      |
| Adjusted EBITDA               | \$ (147,000)        | \$ (3,999,000) |

  

|                               | Quarter ended June 30, |                |
|-------------------------------|------------------------|----------------|
|                               | 2025                   | 2024           |
| Net loss                      | \$ (1,179,000)         | \$ (2,244,000) |
| Add/Subtract:                 |                        |                |
| Interest, net                 | 419,000                | 433,000        |
| Income tax provision          | -                      | -              |
| Depreciation and amortization | 252,000                | 258,000        |
| EBITDA                        | (508,000)              | (1,553,000)    |
| Add/Subtract:                 |                        |                |
| Restatement and related Costs | 1,000,000              | -              |
| Stock-based compensation      | 148,000                | 338,000        |
| Adjusted EBITDA               | \$ 640,000             | \$ (1,215,000) |



**FLUX POWER HOLDINGS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

|  | June 30,<br>2025 | June 30,<br>2024 |
|--|------------------|------------------|
| <b>ASSETS</b>  |                  |                  |
| Current assets:  |                  |                  |
| Cash   | \$ 1,334,000     | \$ 643,000       |
| Accounts receivable, net of allowance for credit losses of \$68,000 and \$55,000 at June 30, 2025 and 2024, respectively   | 11,374,000       | 9,773,000        |
| Inventories, net   | 17,231,000       | 16,977,000       |
| Other current assets   | 1,865,000        | 945,000          |
| Total current assets   | 31,804,000       | 28,338,000       |
| Right of use assets, net   | 1,275,000        | 2,096,000        |
| Property, plant and equipment, net   | 1,554,000        | 1,749,000        |
| Other assets   | 119,000          | 118,000          |
| Total assets   | \$ 34,752,000    | \$ 32,301,000    |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>  |                  |                  |
| Current liabilities:   |                  |                  |
| Accounts payable   | \$ 16,295,000    | \$ 11,395,000    |
| Accrued expenses   | 7,058,000        | 3,926,000        |
| Line of credit   | 13,627,000       | 13,834,000       |
| Subordinated debt  | 1,000,000        | -                |
| Deferred revenue   | 459,000          | 485,000          |
| Customer deposits  | 38,000           | 18,000           |
| Finance leases payable, current portion  | 80,000           | 156,000          |
| Office leases payable, current portion   | 815,000          | 734,000          |
| Accrued interest   | 246,000          | 126,000          |
| Total current liabilities  | 39,618,000       | 30,674,000       |
| Long term liabilities:   |                  |                  |
| Finance leases payable, less current portion   | 32,000           | 112,000          |
| Office leases payable, less current portion  | 506,000          | 1,321,000        |
| Total liabilities  | 40,156,000       | 32,107,000       |
| Stockholders' equity (deficit):  |                  |                  |
| Preferred stock, \$0.001 par value; 500,000 shares authorized; none issued and outstanding   | -                | -                |
| Common stock, \$0.001 par value; 75,000,000 and 30,000,000 authorized at June 30, 2025 and 2024, respectively; 16,835,698 and 16,682,465 shares issued and outstanding at June 30, 2025 and 2024, respectively | 17,000           | 17,000           |
| Additional paid-in capital   | 100,965,000      | 99,889,000       |
| Accumulated deficit  | (106,386,000)    | (99,712,000)     |
| Total stockholders' equity (deficit)   | (5,404,000)      | 194,000          |
| Total liabilities and stockholders' equity (deficit)   | \$ 34,752,000    | \$ 32,301,000    |

**Contacts**

**Media & Investor Relations:**

[media@fluxpower.com](mailto:media@fluxpower.com)

[info@fluxpower.com](mailto:info@fluxpower.com)

**External Investor Relations:**

Leanne Sievers | Joel Achramowicz

Shelton Group

[flux-ir@sheltongroup.com](mailto:flux-ir@sheltongroup.com)