

**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): March 9, 2019

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

<u>Nevada</u> (State or Other Jurisdiction of Incorporation)	<u>000-25909</u> (Commission File Number)	<u>86-0931332</u> (IRS Employer Identification No.)
<u>985 Poinsettia Avenue, Suite A, Vista, California</u> (Address of Principal Executive Offices)		<u>92081</u> (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))

Item 7.01 Regulation FD Disclosure.

As previously reported on Form 8-K filed with the Securities and Exchange Commission on February 28, 2019, Flux Power Holdings, Inc. (the "Company") will be participating at the ROTH Capital Investment Conference in Dana Point, California on Tuesday, March 19, 2019, and Mr. Ron Dutt, the Chief Executive Officer, will be hosting one-on-one institutional meetings at the conference. In connection with the conference, the Company has a management presentation which became available online on March 9, 2019. The presentation will continue to be available at <http://wsw.com/webcast/roth33flux> until March 22, 2019. The slide presentation is also available on the Company's website under the "Investors" section.

A copy of the slide presentation being furnished is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. The information furnished in this report shall not be deemed to constitute an admission that such information is required to be furnished pursuant to Regulation FD or that such information or exhibit contains material information that is not otherwise publicly available. In addition, the Company does not assume any obligation to update such information in the future.

The information disclosed under this Item 7.01, 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, and shall not be deemed to be incorporated by reference in any filing under the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Presentation

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

Dated: March 13, 2019

/s/ Ron Dutt
Ron Dutt, Chief Executive Officer

Flux Power Holdings, Inc.

Advanced Lithium-ion Battery Technology



**ROTH Conference
March 17-19 2019
OTC: FLUX**



Forward Looking Statements:

This presentation contains forward-looking statements. All statements other than statements of historical fact contained in this presentation, including statements as to the Company's future results of operations and financial position, planned products and services, business strategy and plans and objectives of management for future operations, are forward-looking statements. These statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "aims," "predicts," "potential," "seeks," "attempts," "poised" or "continues" or the negative of these terms or other similar words. These statements are only predictions. The Company has based these forward-looking statements largely on its current expectations and projections about future events and financial trends that it believes may affect its business, financial condition and results of operations. Also, these forward-looking statements represent the Company's estimates and assumptions only as of the date of this presentation. The Company assumes no obligation to update any forward-looking statements after the date of this presentation.

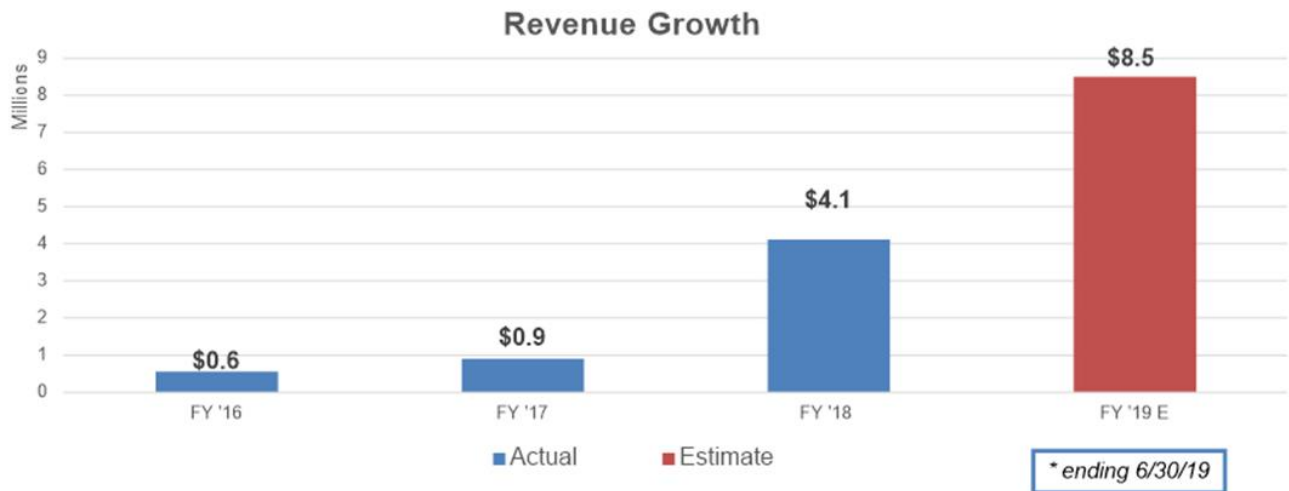
This presentation also contains estimates and other statistical data made by independent parties and by the Company relating to market size and growth and other industry data. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. The Company has not independently verified the statistical and other industry data generated by independent parties and contained in this presentation and, accordingly, it cannot guarantee their accuracy or completeness. In addition, projections, assumptions and estimates of its future performance and the future performance of the industries in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors. These and other factors could cause results to differ materially from those expressed in the estimates made by independent parties and by the Company.

- **Manufacturer of lithium battery packs to replace legacy lead acid power**
 - Founded in 2009 and initially focused on electric automobiles
 - Pivoted to industrial equipment in 2013
 - Experienced team from Ford Motor, PACCAR, DHL, Visa, Pilkington Aerospace, Alstom and numerous startups

- **First mover in North America, leading industry migration to lithium**
 - Only lithium provider with UL Listing for multiple OEM equipment manufacturers



- Dawn of lithium-ion battery use in industrial equipment is finally here
- Significant performance, cost, safety and environmental advantages over lead-acid
- First mover in inevitable shift from lead-acid to lithium-ion batteries
- Demand is accelerating in a \$10B market opportunity



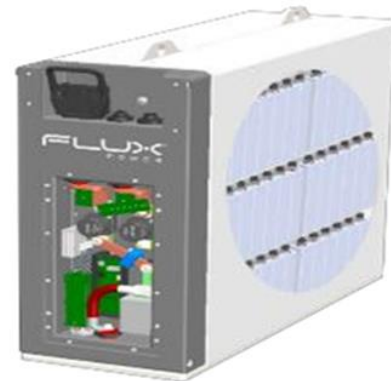
➤ **Class 3 Walkie LiFT Pack introduced in 2014**


- Only pack tested & approved by major OEM' s: Toyota, Raymond, and Crown Equipment
- UL Approval 2016: only UL Listed pack in the forklift industry for multiple forklift brands

more recently

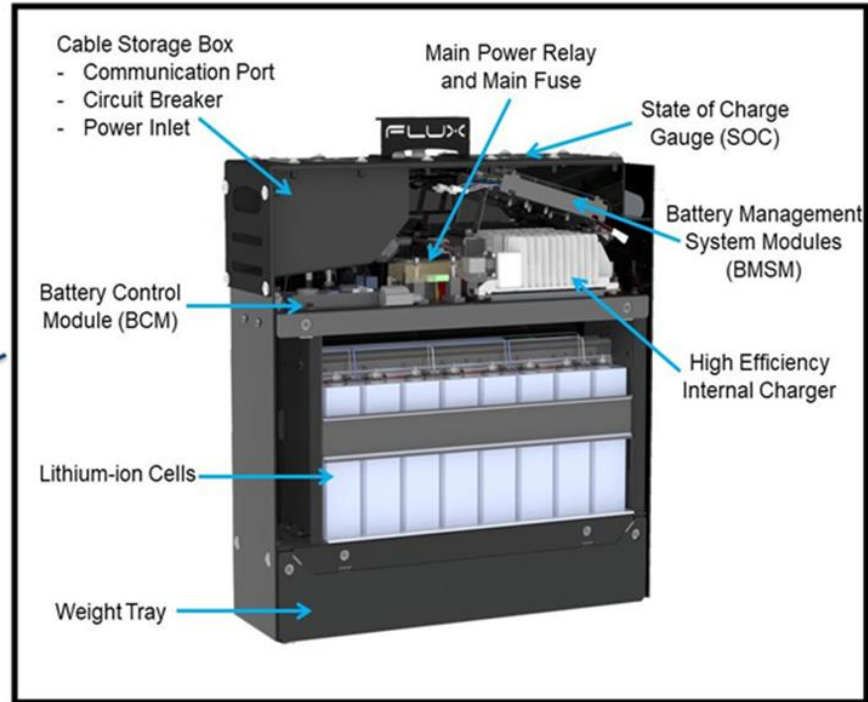
Equipment	Product Launched
Class 1 'counter balance'	Q4 '18
Class 2 'narrow aisle'	Q4 '18
Class 3 'end rider'	Q1 '19
Airport GSE	* Q2 & Q3 '18

* First shipments



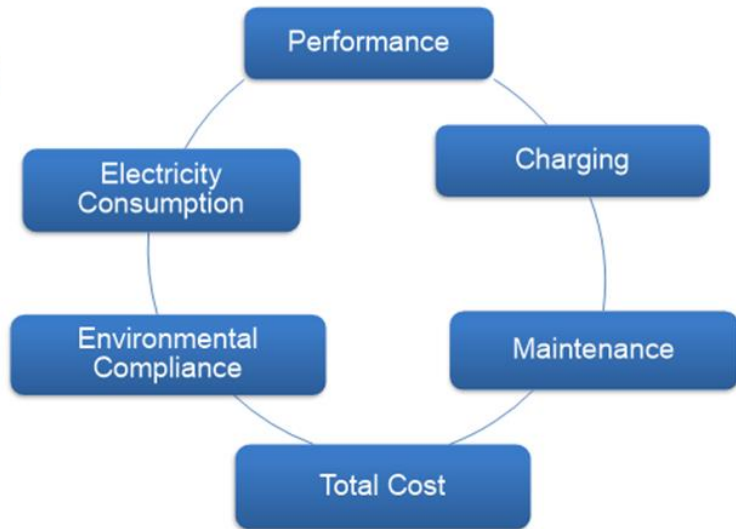
	Equipment	Size
	Class 3 Walkie Pallet Jack	High volume workhorse
	Class 1 Counter Balance	10X energy of Walkie
	Class 3 End Rider	Market volume similar to Walkies 4X energy of Walkie
	Class 2 Narrow Aisle	Narrow Aisle, High Growth 10X energy of Walkie
	Airport GSE	Modular design similar to Class 1 14 x energy of Walkie

- Battery for Class 3 forklifts --- “walkie” pallet jacks ---
- Flux modular design based on this “Walkie” pallet pack
- Software and firmware located in BCM and BMSM



Why Lithium-Ion Lift Packs?

➤ Flux LiFT Packs eliminate forklift operator **Pain Points**



Lead Acid Batteries	Flux Lithium-Ion "LiFT Packs"
Power & Runtime Limitations	Run Longer Shifts
Less Efficient Energy Storage	30-50% Electricity Savings
Class 1&2: One battery per shift	Supports multiple shifts; ie fewer batteries
1-2 Year Lifespan (Walkies)	5 Year Warranty (walkies)

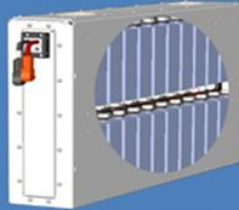
Modular Designs For Full Product Line

Launch 2014 Launch 2018 and Fits over 25 Models

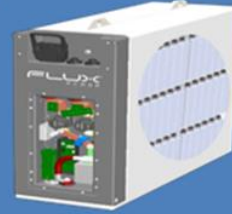
**1-Tier Pack
(Class 3 Walkie)**



**2-Tier Blade
(GSE/Class1)**



**3-Tier Pack
(Class 2/Class 3)**



- Flux poised to serve entire electric forklift market
 - \$10B total market opportunity*
 - Lithium penetration now under 1%

- Plenty of room for multiple market share “winners”

Forklift Type	Market Size (Units)	Average Retail Price	Market Opportunity
Class 3 Walkie	175,000	\$4,500	\$0.79B
Class 3 End Rider	150,000	\$11,000	\$1.65B
Class 2 Narrow Aisle	165,000	\$21,500	\$3.55B
Class 1 Sit-on	175,000	\$22,500	\$3.95B
Total			\$9.94B

* Excludes Airport Ground Support Equipment and Other Opportunities



“Overall, we love our LiFT Packs and won’t go back to the old lead-acid days.”



“We tested the runtime because we were curious – and got 4 days of use without needing to charge the pallet jack, this gives me a comfort level.”



“ The Flux end rider pack at our exhibit at the Pepsi Show was a huge success. How aggressively can you move forward in filling our needs for the future? ”

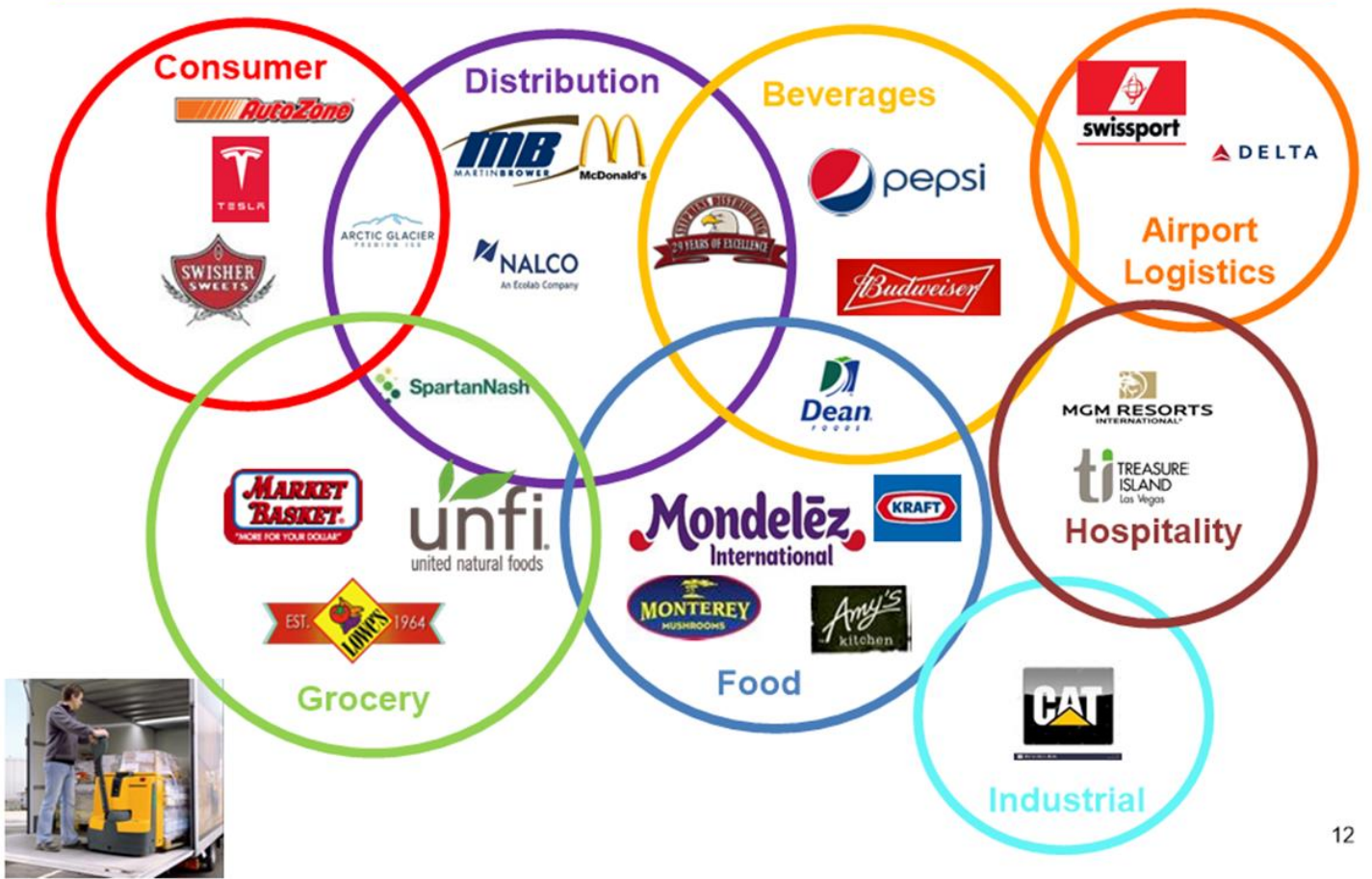


“Our customers rave about the reliability and absence of maintenance. ”

- Proprietary engineering, design and battery management system
- Strong OEM, Distributor & Customer channels/relationships
- Industry leading unit shipments in our initial “walkie” product line

Technical Approvals





Demand

- Stable but Lower Margin Industries Seek Efficiency and Lower Costs
- Deployment dialogues with 10+ major customers
- Advanced Discussions to Offer Flux Class 3 'Walkie' as OEM option
- Large customers with diverse forklift fleets want one solution provider

Supply-side

- Assembly capacity for \$30M Packs per Month; new facility up to \$100M
- Completed "large pack" assembly line development for GSE and Class 1 and "medium pack" assembly line for End Riders and Class 2

Initiatives to achieve +30% gross margins

- Next-Gen Battery Management System (BMS)
- Cell Sourcing Improvements
- Design Cost Reductions
- Volume & sourcing efficiencies
- Assembly efficiencies and utilization
- Unit Pricing from new features

Leadership Team



Ron Dutt: CEO, Director

Leadership at DHL, Ford Motor Company, Visa, Directed Electronics and SOLA Int'l. Led companies from early stage to >\$1B rev.



Chris Anthony: Chairman and Co-Founder

Former COO of EV pioneer, Aptera Motors and Epic Boats.



Jon Berry: COO

Senior roles at Alstom Transport, PACCAR UK, Clean Air Power and Pilkington Aerospace.

- Certified first tilting train for passenger operation in UK.
- Supplied Alt fuel components direct to Volvo trucks Sweden assembly line.



Chuck Scheiwe: CFO

Led accounting and financial planning operations of diverse companies, Senstay Repton & Teletrac and GreatCall, from startup stage to high growth.



Paulus Geantil: CTO

Expert in embedded systems, electrical design, robotics, & system integration and has patents across various technologies.



Steve Fambro: Director of Projects

Executive success with high growth startups in Biotech, Automotive and VLSi Agriculture.



Tod Kilgore: Director of Sales

Led sales organization at Samina Corporation, Accurate Solutions, Amistar Manufacturing and Marshall Industries.



Tim Vaughan: Engineering

Experienced automation and process improvement. Engineer, including medical and aerospace industries with John Deere & Veridiam.

Flux Financial Snapshot (OTCQB: FLUX)



Closing Price (3/6/2019)	\$1.35
52 Week Range	\$0.41 – \$3.35
Shares Out	50.9M
Market Cap	\$69M
Borrowing on Inventory Lines of Credit *	\$2.4M
FY 2018 Revenue	\$4.1M
FY 2019 Revenue estimate (significant upside potential)	\$8.5M

* Short term notes.

LiFT Pack Commercialization is Here

- Engaged with major customers representing over \$150M Class 3 opportunity
- Ramping production & sales of full product line – FY'18 revenue grew 300% to \$4M
- FY'19 revenue expected to grow over 100% to \$8.5M

Compelling Value Proposition

- Frustration with performance and cost of lead acid batteries now has a solution
- Flux offers lower total cost of ownership via better performance, longer life, greater energy efficiency and no maintenance

Attractive Valuation Relative to Growth Rate/ Potential

- +100% revenue growth expected in each of the next two years
- \$72M EV vs. FY'20 estimated revenues >\$20M

Leadership and Validation

- UL Listing & OEM approvals validate performance and safety
- Select Fortune 500 co's are early adopters

Thank you!



LiFT Pack Production – Vista, CA Headquarters

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LITHIUM ECOSYSTEM

