

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A  
(Amendment No. 1)

**R** QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

**£** TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: **000-25909**

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

<u>Nevada</u> (State or other jurisdiction of incorporation or organization)	<u>86-0931332</u> (I.R.S. Employer Identification Number)
<u>2240 Auto Park Way, Escondido, California</u> (Address of principal executive offices)	<u>92029</u> (Zip code)

**877-505-3589**  
(Issuer's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  
Yes **R** No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes **R** No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<b>R</b>

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No **R**

Indicate number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

<u>Class</u>	<u>Outstanding as of May 10, 2013</u>
Common Stock, \$.001 par value	47,255,576

## EXPLANATORY NOTE

Flux Power Holdings, Inc. (the "Company") is filing this Amendment No. 1 ("Amendment") to its Form 10-Q for the quarter ended March 31, 2013, originally filed with the Securities and Exchange Commission ("SEC") on May 13, 2013 (the "Original 10-Q"). This Amendment is being filed solely for the purpose of filing Exhibit 10.1, "AGREEMENT TO AMEND UNRESTRICTED AND OPEN LINE OF CREDIT".

This Form 10-Q/A should be read in conjunction with the original Form 10-Q, which continues to speak as of the date of the Form 10-Q. Except as specifically noted above, this Form 10-Q/A does not modify or update disclosures in the original Form 10-Q. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Form 10-Q or modify or update any related or other disclosures.

## PART II. OTHER INFORMATION

### ITEM 6 — EXHIBITS

The following exhibits are filed as part of this Report

Exhibit No.	Description
10.1	Agreement to Amend Unrestricted and Open Line of Credit, dated May 8, 2013.
31.1*	Certifications of the Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act.
31.2*	Certifications of the Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act.
32.1*	Certifications of the Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act.
32.2*	Certifications of the Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act.
101.INS*	XBRL Instance Document <sup>(1)</sup>
101.SCH*	XBRL Taxonomy Extension Schema <sup>(1)</sup>
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase <sup>(1)</sup>
101.DEF*	XBRL Taxonomy Extension Definition Linkbase <sup>(1)</sup>
101.LAB*	XBRL Taxonomy Extension Label Linkbase <sup>(1)</sup>
101.FRE*	XBRL Taxonomy Extension Presentation Linkbase <sup>(1)</sup>

\* Previously filed with the Q3 FY'13 Form 10-Q

(1) XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**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, thereunto duly authorized.

Flux Power Holding, Inc.

Date: May 15, 2013

By: /s/ Christopher L. Anthony  
Name: Christopher L. Anthony  
Title: Chief Executive Officer  
(Principal Executive Officer)

Date: May 15, 2013

By: /s/ Ronald F. Dutt  
Name: Ronald F. Dutt  
Title: Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)

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AGREEMENT TO AMEND UNRESTRICTED AND OPEN LINE OF CREDIT

Agreement to Amend Unrestricted and Open Line of Credit
Between
Flux Power Inc. and Esenjay Investments

This Amendment ("Amendment") for the Unrestricted and Open Line of Credit("Open Line Note") by and between Flux Power Inc., ("Flux", "Borrower" and/or "Corporation") of which was effective as of September 24, 2012 and Esenjay Investments LLC, ("Purchaser") with a principal address in Corpus Christi, TX and shall be effective on May 1st, 2014 (the "Amendment Effective Date").

Whereas, the parties desire by this Amendment to amend the Open Line Note. All references to articles and sections and use of defined terms herein shall have the same meanings and effect as stated in the Open Line Note unless otherwise stated in this Amendment.

AGREEMENT. The Parties agree to the following:

- 1. Amendment to Covenants. To amend the Covenants section to include an additional covenant. The additional covenant shall may require, at Landor's sole discretion, Borrower to provide evidence that secures the repayment of any additional funds dispersed under this Open Line Note within ninety (90) days. The language below will replace the covenants language in the Open Line Note in its entirety:

"Covenants: So long as any principal, interest or other amount due hereunder shall remain unpaid under the Note, Borrower agrees to keep adequate records and books of account, and shall provide Lender financial reports as reasonably requested by Lender.

Borrower further agrees to provide, at Landor's sole discretion and request, evidence, that secures the repayment of any additional funds dispersed under this Open Line Note within ninety (90) days."

IN WITNESS HEREOF, the parties hereto have executed this Amendment as of the Effective Date written above.

Esenjay Investments LLC
Signature: /s/ Howard Williams
Howard Williams, Treasurer

Flux Power Inc.
Signature: /s/ Chris Anthony
Chris Anthony, CEO

Date: May 8, 2013

Date: May 8, 2013

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