

# FORM 4

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

OMB APPROVAL  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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).

(Print or Type Responses)

1. Name and Address of Reporting Person* Johnson Michael <small>(Last) (First) (Middle)</small> C/O FLUX POWER HOLDINGS, INC., 2685 S. MELROSE DRIVE <small>(Street)</small> VISTA,, CA 92081 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Flux Power Holdings, Inc. [FLUX] 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2020 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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 (1)	06/30/2020		A		75,000	A	\$ 4	3,203,757 (2)	I	See footnote (4)
Common Stock (3)	06/30/2020		M		1,100,000 (3)	A	\$ 4	4,303,757	I	See footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Note (3)	\$ 4	06/30/2020		M		\$ 4,400,000	06/30/2020	12/31/2020	Common Stock	1,100,000	\$ 4	\$ 823,417	I	See footnote (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Michael C/O FLUX POWER HOLDINGS, INC. 2685 S. MELROSE DRIVE VISTA,, CA 92081	X	X		

## Signatures

/s/ Michael Johnson	07/02/2020
<small>Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* 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).

(1) Represents the acquisition of 75,000 shares of common stock (at \$4.00 per share) acquired by Esenjay Investments, LLC, a Delaware limited liability company ("Esenjay") for \$300,000 in cash.

(2) Includes 3,128,757 shares of common stock owned by Esenjay.

- Pursuant to the Secured Promissory Note, dated March 28, 2019, as amended on October 10, 2019, December 31, 2019, and June 30, 2020 held by Esenjay ("LOC Note") for a \$12 million line of credit to Flux Power, Inc., the wholly-owned subsidiary of the Issuer, the Issuer granted Esenjay the right to convert the LOC Note at any time on or after the Issuer's next qualified financing (with gross proceeds of at least \$1 million) at a conversion price equal to the price per share paid by other investors in such financing. The LOC Note became convertible on June 30, 2020 at \$4.00 per share. As of the date of this filing, Esenjay has \$823,417 outstanding under the LOC Note.
- (3) The securities are held by Esenjay. Mr. Johnson is the sole director and beneficial owner of Esenjay.
- (4) The securities are held by Esenjay. Mr. Johnson is the sole director and beneficial owner of Esenjay.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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