

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Scheiwe Charles			2. Issuer Name and Ticker or Trading Symbol Flux Power Holdings, Inc. [FLUX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ CFO & Secretary		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/05/2020					
C/O FLUX POWER HOLDINGS, INC., 2685 S. MELROSE DRIVE								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
VISTA,, CA 92081								
(City) (State) (Zip)			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			

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Time Based Restricted Stock Units	\$ 0	11/05/2020		A	3,515	(1)	(1)	Common Stock	3,515	\$ 0	3,515	D	
Performance Based Restricted Stock Units	\$ 0	11/05/2020		A	5,272	(2)	(2)	Common Stock	5,272	\$ 0	5,272	D	
Retention Based Restricted Stock Units	\$ 0	11/05/2020		A	7,030	(3)	(3)	Common Stock	7,030	\$ 0	7,030	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scheiwe Charles C/O FLUX POWER HOLDINGS, INC. 2685 S. MELROSE DRIVE VISTA,, CA 92081			CFO & Secretary	

Signatures

/s/ Charles Scheiwe	11/09/2020
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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).

Represents a grant of restricted stock units ("RSUs") pursuant to the Issuer's 2014 Equity Incentive Plan ("Plan") on November 5, 2020 (the "Grant Date"). Each RSU represents the right to receive, upon vesting of the unit, one share of the Issuer's common stock. The RSUs are scheduled to cliff vest at the end of three years, as long as the reporting person has completed three years of service of the vesting schedule.

(1) Represents a maximum grant of RSUs pursuant to the Issuer's Plan on the Grant Date, contingent upon the terms and conditions of the Performance Restricted Stock Unit Award Agreement under the Issuer's Plan based on target performance goals approved by the Issuer's board of directors (the "Board") for each fiscal period. Each RSU represents the right to receive, upon vesting of the unit, one share of the Issuer's common stock. The RSUs will vest in one-third installments at the end of each fiscal period of the Issuer over a three-year period.

(2) Represents a one-time grant of RSU pursuant to the Issuer's Plan on the Grant Date. Each RSU represents the right to receive, upon vesting of the unit, one share of the Issuer's common stock. The RSUs are scheduled to cliff vest at the end of three years, as long as the reporting person remains employed with the Issuer at the time of vesting.

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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