

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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* Walters-Hoffert Lisa			2. Issuer Name and Ticker or Trading Symbol Flux Power Holdings, Inc. [FLUX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2022					
C/O FLUX POWER HOLDINGS, INC., 2685 S. MELROSE DRIVE			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		
(Street)								
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			
Common Stock (1)	04/29/2022		M	(1)	1,526	A	(1)	1,526	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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				
Restricted Stock Units (2)	(2)	04/29/2022		M		1,526	(2)	(2)	Common Stock	1,526	(2)	3,052	D	
Restricted Stock Units (3)	(3)	04/28/2022		A		17,793	(3)	(3)	Common Stock	17,793	(3)	17,793	D	

Reporting Owners

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

Signatures

/s/ Charles A. Scheiwe, Attorney-in-fact for Lisa Walters-Hoffert	05/02/2022
Signature of Reporting Person	Date

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 number of common stock issued upon the vesting of 1,526 restricted stock units ("RSUs"), which converted into the Issuer's common stock on a one-for-one basis.
- Each RSU represents a contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock. On April 29, 2021, in consideration for board services the Issuer
- (2) granted 4,578 RSUs pursuant to a Restricted Stock Unit Award Agreement. One third of the original grant of 4,578 RSUs pursuant to the Issuer's 2014 Equity Incentive Plan vested on April 29, 2022, and 1,526 of the remaining RSUs will vest on April 29, 2023 and April 29, 2024, respectively.
- Represents a grant of RSUs on April 28, 2022 pursuant to the Issuer's 2014 Equity Incentive Plan in a transaction exempt under Rule 16b-3 to the Reporting Person, who is a non-executive
- (3) director with the Issuer, in connection with services. Each RSU represents a contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock. Subject to the conditions of the Restricted Stock Unit Award Agreement, the RSUs are scheduled to vest on April 28, 2023, which is one year from the date of grant.

Remarks:

Exhibit 24 - Power of Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**LIMITED POWER OF ATTORNEY
FOR REPORTING UNDER SECTION 16
FLUX POWER HOLDINGS, INC.**

Know all by these presents, that the undersigned hereby constitutes and appoints Ronald F. Dutt and Charles A. Scheiwe as the undersigned's true and lawful attorney-in-fact, each acting alone, with full powers of substitution for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

(1) prepare and execute for and on behalf of the undersigned, any and all Forms 3, 4, 5 and any Schedules 13D or 13G in connection with the undersigned's reporting obligations pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder;

(2) to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, 5 and any Schedules 13D or 13G, complete and execute any amendment or amendments thereto, and file any such form with the United States Securities and Exchange Commission and any stock exchange or similar authority, and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned. It being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney For Reporting under Section 16 ("Power of Attorney") shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer an executive officer, director or beneficial owner of more than 5% of the securities of Flux Power Holdings, Inc. or unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of April, 2022.

/s/ Lisa Walters-Hoffert
Lisa Walters-Hoffert
