

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Johnson Michael</u>  (Last) (First) (Middle) <u>C/O FLUX POWER HOLDINGS, INC.</u> <u>2685 S. MELROSE DRIVE</u>  (Street) <u>VISTA, CA 92081</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Flux Power Holdings, Inc. [ FLUX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 <sup>(1)</sup>	02/24/2023		S		1,101	D	\$6.6329 <sup>(2)(3)</sup>	4,466,270 <sup>(5)</sup>	I <sup>(5)</sup>	See footnote <sup>(5)</sup>
Common Stock <sup>(1)</sup>	02/27/2023		S		8,974	D	\$6.6869 <sup>(2)(4)</sup>	4,457,296 <sup>(5)</sup>	I <sup>(5)</sup>	See footnote <sup>(5)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

- Represents the shares of common stock sold by Esenjay Investments, LLC, a Delaware limited liability company ("Esenjay").
- This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by this reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in the open market in multiple transactions, at prices ranging from 6.47 to \$6.65, inclusive. Upon request by the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate transaction.
- The price reported in Column 4 is a weighted average price. These shares were sold in the open market in multiple transactions, at prices ranging from 6.61 to \$6.6869, inclusive. Upon request by the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate transaction.
- These securities are held by Esenjay. The Reporting Person is the sole director and beneficial owner of Esenjay.

**Remarks:**

Exhibit 24 - Power of Attorney (previously filed as Exhibit 24 to Form 4 dated May 2, 2022.)

/s/ Charles A. Scheiwe, Attorney-in-fact for Michael Johnson 02/28/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.