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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Scheiwe Charles</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) Director 10% Owner Officer (give title below) Other (specify below) CFO and Secretary
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2024</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	03/01/2024		M		7,030	A	(1)	21,058	D	
Common Stock	03/01/2024		M		2,100	A	(2)	23,158	D	

**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 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)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	03/01/2024		M			7,030	(1)	(1)	Common Stock	7,030	(1)	0	D	
Restricted Stock Units	(2)	03/01/2024		M			2,100	(2)	(2)	Common Stock	2,100	(2)	0	D	

**Explanation of Responses:**

- Represents a one-time grant (the "2020 Grant") of restricted stock units ("RSUs") subject to the conditions of the restricted stock unit award agreement pursuant to the Issuer's 2014 Equity Incentive Plan (the "2014 Plan") in November 2020. In connection with the Transition (defined below), effective as of March 1, 2024 (the "Separation Date"), the entire 2020 Grant accelerated and became fully vested as of the Separation Date.
- Represents a grant of RSUs subject to the conditions of the restricted stock unit award agreement pursuant to the Issuer's 2014 Plan (the "2021 Grant") in October 2021. 1/3 of the Original Grant vested on October 27, 2022, and a subsequent 1/3 of the Original Grant vested on October 27, 2023. In connection with the Transition, the remaining 1/3 of the 2021 Grant accelerated and became fully vested as of the Separation Date.

**Remarks:**

Effective as of March 1, the Reporting Person stepped down as the Issuer's Chief Financial Officer and Secretary, including all positions with the Company and its subsidiary and transitioned to a consultant for the Company (the "Transition"). As a result, this Form 4 serves as the Reporting Person's voluntary "exit" filing.

/s/ Charles Scheiwe 03/01/2024  
 \*\* 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.