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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.

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|---|--|---|
| 1. Name and Address of Reporting Person * <u>Walters-Hoffert Lisa</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 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/18/2024</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 ⁽¹⁾ | 04/20/2024 | | M ⁽¹⁾ | | 16,883 | A | ⁽²⁾ | 31,967 | D | |
| Common Stock | 04/22/2024 | | S ⁽³⁾ | | 5,909 | D | \$4.0327 ⁽⁴⁾ | 26,058 | 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 | | | | | |
| Restricted Stock Unit ⁽⁴⁾ | ⁽¹⁾ | 04/20/2024 | | M | | | 16,883 | ⁽²⁾ | ⁽²⁾ | Common Stock | ⁽²⁾ | 0 | D | |
| Restricted Stock Unit ⁽⁵⁾ | ⁽⁵⁾ | 04/18/2024 | | A | | | 17,057 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | ⁽⁵⁾ | 17,057 | D | |

Explanation of Responses:

- Represents the number of common stock issued upon the vesting of 16,883 restricted stock units ("RSUs"), which converted into the Issuer's common stock on a one-for-one basis.
- This award was granted on April 20, 2023. 16,883 RSUs vested on April 20, 2024.
- This transaction was entered into pursuant to a Rule 10b5-1 trading plan previously adopted by Lisa Walters-Hoffert on June 13, 2023.
- 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 \$4.02 to \$4.10, 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.
- Represents a grant of RSUs on April 18, 2024, pursuant to the Issuer's 2021 Equity Incentive Plan in a transaction exempt under Rule 16b-3 to the Reporting Person, who is a non-executive 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 18, 2025, which is one year from the date of grant.

Remarks:

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

/s/ Ronald F. Dutt, Attorney-in-fact for Lisa Walters-Hoffert 04/22/2024

** 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.