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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>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>04/29/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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>	04/29/2024		M <sup>(1)</sup>		1,526	A	<sup>(2)</sup>	27,584	D		
Common Stock	04/29/2024		S <sup>(3)</sup>		534	D	\$4.5 <sup>(4)</sup>	27,050	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 Unit <sup>(4)</sup>	(1)	04/29/2024		M			1,526	(2)	(2)	Common Stock	1,526	(2)	0	D	

**Explanation of Responses:**

- 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.
- This award was granted on April 29, 2021 subject to the terms and conditions of the restricted stock unit award agreement pursuant to the Issuer's 2014 Equity Incentive Plan. One third of the original grant of 4,578 RSUs vested on April 29, 2022, and a subsequent one third vested on April 29, 2023. On April 29, 2024, the remaining one third of the original grant vested.
- This transaction was entered into pursuant to a Rule 10b5-1 trading plan previously adopted by Lisa Walters-Hoffert on June 13, 2023.
- The sale reported on this Form 4 represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of the RSUs. The sale is made to satisfy tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Kevin Royal, Attorney-in-fact for Lisa Walters-Hoffert 04/30/2024

\*\* 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.

**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 Kevin S. Royal 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 23<sup>rd</sup> day of April, 2024.

DocuSigned by:  
  
1A8WE1607666495  
Lisa Walters-Hoffert, Independent Director