

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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>Johnson Michael</u>  (Last) (First) (Middle)  <u>C/O FLUX POWER HOLDINGS, INC.</u> <u>2685 S. MELROSE DRIVE</u>  (Street) <u>VISTA,</u> <u>CA</u> <u>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>09/15/2025</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			

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	Amount or Number of Shares				
Pre-Funded Warrant (right to buy) <sup>(1)</sup>	\$0.001	09/15/2025		P		23,233		09/15/2025	<sup>(2)</sup>	Series A Convertible Preferred Stock	23,233	(I)	23,233	D	
Common Stock Purchase Warrant (right to buy) <sup>(1)(3)</sup>	\$1.715	09/15/2025		P		109,329		09/15/2025	09/15/2030	Common Stock	109,329	(I)	109,329	D	

Explanation of Responses:

1. On September 15, 2025, the Reporting Person entered into an amended and restated securities purchase agreement with the Issuer pursuant to which the Reporting Person purchased 23,233 pre-funded warrants ("Pre-Funded Warrants") at a purchase price of \$19.369 per Pre-Funded Warrant. The Reporting Person was also issued common stock warrants to purchase up to 109,329 shares of the Issuer's Common Stock.
2. The Pre-Funded Warrants are exercisable immediately from the date of issuance and expire when exercised in full. Each Pre-Funded Warrant is exercisable for 1 share of the Company's Series A Convertible Preferred Stock, which may be converted into shares of Common Stock at an initial conversion price of \$2.058 as subject to adjustments.
3. The Common Warrants have an initial exercise price of \$1.715 and is exercisable immediately from the date of issuance and expire 5 years from the date of issuance.

Remarks:

Exhibit 24 - Power of Attorney (previously filed as Exhibit 24 to Form 4 dated May 21, 2024)

/s/ Kevin Royal, Attorney-in-fact  
for Michael Johnson 09/17/2025

\*\* 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.