

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

☒ 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.

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

1. Name and Address of Reporting Person * <u>DUTT RONALD F</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>Former CEO and President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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	04/01/2025 ⁽¹⁾		A		1,500 ⁽¹⁾	A	\$2.58 ⁽¹⁾	43,430	D	
Common Stock	04/01/2025 ⁽²⁾		A		1,500 ⁽²⁾	A	\$1.46 ⁽²⁾	44,930	D	
Common Stock	04/01/2025 ⁽³⁾		M		13,214	A	⁽³⁾	58,144	D	
Common Stock	04/01/2025 ⁽⁴⁾		M		4,021	A	⁽⁴⁾	62,165	D	
Common Stock	04/01/2025		S		7,467	D	\$1.6659 ⁽⁵⁾⁽⁶⁾	54,698	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	Amount or Number of Shares				
Retention Based Restricted Stock Units	⁽³⁾	04/01/2025 ⁽³⁾		M			13,214	⁽³⁾	⁽³⁾	Common Stock	13,214	⁽³⁾	0	D	
Restricted Stock Units	⁽⁴⁾	04/01/2025 ⁽⁴⁾		M			4,021	⁽⁴⁾	⁽⁴⁾	Common Stock	4,021	⁽⁴⁾	0	D	

Explanation of Responses:

1. Represents shares purchased by the Reporting Person pursuant to the Flux Power Holdings, Inc. 2023 Employee Stock Purchase Plan (the "2023 ESPP"), for the offering period of 4/1/2024 through 9/30/2024. In accordance with the 2023 ESPP, these shares were purchased in a transaction exempt under Rule 16b-3(c) at \$2.58, which is equal to 85% of the closing price, or \$3.04, of the Issuer's Common Stock on the offering date, pursuant to the provisions of the 2023 ESPP. These shares were issued and settled on April 1, 2025.
2. Represents shares purchased by the Reporting Person pursuant to the 2023 ESPP, for the offering period of 10/1/2024 through 3/31/2025. In accordance with the 2023 ESPP, these shares were purchased in a transaction exempt under Rule 16b-3(c) at \$1.46, which is equal to 85% of the closing price, or \$1.72, of the Issuer's Common Stock on the offering date, pursuant to the provisions of the 2023 ESPP. These shares were issued and settled on April 1, 2025.
3. Represents a one-time grant of restricted stock units ("RSUs") pursuant to the Issuer's 2014 Equity Incentive Plan (the "2014 Plan") on November 5, 2020, subject to the Reporting Person's continued employment with the Issuer at the time of vesting. Each RSU represents a contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock. The RSUs fully vested on October 26, 2024, 2024, and were issued and settled on April 1, 2025.
4. Represents a grant of RSUs subject to the conditions of the Restricted Stock Unit Award Agreement pursuant to the Issuer's 2014 Plan on October 27, 2021 (the "Original Grant"). Each RSU represents a contingent right to receive, upon vesting of the RSU, one share of the Issuer's common stock. 1/3 of the Original Grant vested on October 27, 2022, a subsequent 1/3 of the Original Grant vested on October 27, 2023, and the remaining 1/3 of the Original Grant vested on October 27, 2024, and were issued and settled on April 1, 2025.
5. 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 \$1.61 to \$1.72, 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.
6. 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:

Effective as of March 10, 2025, the Reporting Person retired and resigned from his positions as director, Chairman of the Board, Chief Executive Officer and President of the Issuer, including all positions with the Issuer's subsidiary. As such, this Form 4 serves as the Reporting Person's voluntary "exit" filing.

/s/ Ronald F. Dutt
Signature of Reporting Person

04/02/2025
Date

* 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.