

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Johnson Michael</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2019</u>			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		
C/O FLUX POWER HOLDINGS, INC. 2685 S. MELROSE DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CA	92081						
(City)	(State)	(Zip)						

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				
Convertible Note ⁽¹⁾	(1)	12/31/2019		P		\$5,666,503		(1)	06/30/2020	Common Stock	(1)	(1)	\$5,666,503	I	See footnote ⁽²⁾
Stock Option ⁽³⁾	\$8.87	01/01/2020		A		3,948		(3)	01/01/2030	Common Stock	3,948	(3)	3,948	D	

Explanation of Responses:

1. In connection with Flux Power, Inc., the wholly-owned subsidiary of the Issuer, extension of the maturity date from December 31, 2019 to June 30, 2020 of the Secured Promissory Note, dated March 28, 2019, as amended on October 10, 2019 and December 31, 2019 ("Note") for a \$12 million line of credit, held Esenjay Investments, LLC, a Delaware limited liability company ("Esenjay"), the Issuers granted Esenjay the right to convert the Note at any time on or after the Issuer's next qualified financing (with gross proceeds of at least \$1 million) at a conversion price equal to the price per share paid by other investors in such financing. As of December 31, 2019, Esenjay has \$5,666,503 outstanding under the Note.

2. Mr. Johnson is the sole director and beneficial owner of Esenjay.

3. Pursuant to the stock option, Reporting Person has a right to purchase up to 3,948 shares of common stock of Issuer. The stock option vests over a 2 year period in quarterly installments, starting on 1/1/2020. The exercise price is the fair market value of Issuer's common stock, which is \$8.87 per share based on the Issuer's 30day volume-weighted average price on January 1, 2020.

/s/ Michael Johnson 01/03/2020

** 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.