

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>06/26/2020</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)	06/26/2020		S			\$1,350,000	(1)	06/30/2020	Common Stock	(1)	(1)	\$4,916,503	I	See footnote ⁽³⁾
Convertible Note ⁽²⁾	(2)	06/26/2020		S			\$500,000	(2)	09/30/2020	Common Stock	(2)	(2)	\$900,000	I	See footnote ⁽³⁾

Explanation of Responses:

- Pursuant to the Secured Promissory Note ("LOC Note"), dated 3/28/19, as amended on 10/10/19 and 12/31/19 held by Esenjay Investments, LLC ("Esenjay") for a \$12 million line of credit to Flux Power, Inc. ("FPI"), the wholly-owned subsidiary of the Issuer, Esenjay made additional advances under the LOC Note as follows since 12/31/19 (as of 12/31/19, Esenjay advanced \$5,666,503 under the LOC Note): \$300,000 - 1/17/20, \$100,000 - 1/29/20, \$200,000 - 2/28/20, and \$200,000 - 4/24/20. On 1/21/20, FPI repaid \$200,000 under the LOC Note. The LOC Note grants 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. The LOC Note was not convertible and the conversion price was not fixed at 6/26/20.
- Pursuant to the Amended and Restated Convertible Promissory Note issued by the Issuer to Esenjay dated 3/9/20, as amended on 6/2/20, with an outstanding principal amount of \$1.4 million ("Promissory Note"), the outstanding obligations of the Issuer under the Promissory Note are convertible into shares of common stock of the Registrant at any time upon consummation of an offering of equity securities for up to \$1 million before the Promissory Note's maturity date. The maturity date of the Promissory Note is September 30, 2020 unless extended or due earlier as a result of an occurrence of an event of default under the Note. The Promissory Note was not convertible and the conversion price was not fixed at 6/26/20.
- The securities are held by Esenjay. Mr. Johnson is the sole director and beneficial owner of Esenjay.

/s/ Michael Johnson 06/30/2020
** 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.