

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Scheiwe Charles</u>  (Last) (First) (Middle) C/O FLUX POWER HOLDINGS, INC. 2685 S. MELROSE DRIVE  (Street) VISTA, CA 92081  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO & Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 11/05/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)			

**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 Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Time Based Restricted Stock Units	\$0	11/05/2020		A		3,515		(1)	(1)	Common Stock	\$0	3,515	D	
Performance Based Restricted Stock Units	\$0	11/05/2020		A		5,272		(2)	(2)	Common Stock	\$0	5,272	D	
Retention Based Restricted Stock Units	\$0	11/05/2020		A		7,030		(3)	(3)	Common Stock	\$0	7,030	D	

**Explanation of Responses:**

- Represents a grant of restricted stock units ("RSUs") pursuant to the Issuer's 2014 Equity Incentive Plan ("Plan") on November 5, 2020 (the "Grant Date"). Each RSU represents the right to receive, upon vesting of the unit, one share of the Issuer's common stock. The RSUs are scheduled to cliff vest at the end of three years, as long as the reporting person has completed three years of service of the vesting schedule.
- Represents a maximum grant of RSUs pursuant to the Issuer's Plan on the Grant Date, contingent upon the terms and conditions of the Performance Restricted Stock Unit Award Agreement under the Issuer's Plan based on target performance goals approved by the Issuer's board of directors (the "Board") for each fiscal period. Each RSU represents the right to receive, upon vesting of the unit, one share of the Issuer's common stock. The RSUs will vest in one-third installments at the end of each fiscal period of the Issuer over a three-year period.
- Represents a one-time grant of RSU pursuant to the Issuer's Plan on the Grant Date. Each RSU represents the right to receive, upon vesting of the unit, one share of the Issuer's common stock. The RSUs are scheduled to cliff vest at the end of three years, as long as the reporting person remains employed with the Issuer at the time of vesting.

/s/ Charles Scheiwe 11/09/2020  
 \*\* 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.