Flux Power Holdings, Inc.

Form 4 April 16, 2014

FORM 4

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Johnson Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Flux Power Holdings, Inc. [FLUX]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

4. If Amendment, Date Original

X 10% Owner __Other (specify Officer (give title

C/O FLUX POWER HOLDINGS. INC., 985 POINSETTIA AVENUE, **SUITE A**

(Street)

(Middle)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

Filed(Month/Day/Year)

03/12/2014

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

VISTA, CA 92081

(City)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curities	Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquire	ed (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed o	of (D)		Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Codo V	A manust	or (D)	Price	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			C
Common						\$			See
Stock	03/12/2014		A	2,500,000	A	0.06	32,486,290	I	Footnote
Stock						0.00			(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Common Stock Warrant	\$ 0.2	03/12/2014		A	1,250,000	03/12/2014	03/12/2019	Common Stock	1,25

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director		Officer	Other		
Johnson Michael C/O FLUX POWER HOLDINGS, INC. 985 POINSETTIA AVENUE, SUITE A VISTA, CA 92081	X	X				

Signatures

/s/ Michael
Johnson 04/15/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Represents purchase of 2.5 Units pursuant to a Unit Subscription Agreement dated March 12, 2014 by Esenjay Investments, LLC, a

 Delaware limited liability company ("Esenjay") for a purchase price of \$150,000 which was paid in the form of cancellation of debt in the amount of \$150,000. Each Unit consists of one million (1,000,000) shares of Common Stock and a five-year Warrant for five hundred thousand (500,000) shares of common stock at an exercise price of \$0.20 per share.
- (2) Shares are held by Esenjay. Mr. Johnson is the sole director and beneficial owner of this entity.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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