

Flux Power Holdings, Inc.
Form 4
September 07, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Johnson Michael

(Last) (First) (Middle)

985 POINSETTIA AVENUE, SUITE A

(Street)

VISTA, CA 92081

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Flux Power Holdings, Inc. [FLUX]

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 ⁽¹⁾	08/16/2016		A		10,000,000	A	\$ 0.04
					170,336,117	I	(4) (6)
Common Stock ⁽²⁾	08/31/2016		A		12,500,000	A	\$ 0.04
					184,836,117	I	(5) (6)

see footnote (3)
see footnote (3)

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Michael 985 POINSETTIA AVENUE SUITE A VISTA, CA 92081	X	X		

Signatures

/s/ Michael Johnson 09/07/2016

**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).
- (1) Represents acquisition of 10,000,000 shares of common stock (at \$0.04 per share) acquired by Esenjay Investments, LLC ("Esenjay") in consideration for cancellation of debt in the amount of \$400,000.
- (2) Represents acquisition of 12,500,000 shares of common stock (at \$0.04 per share) acquired by Esenjay for \$500,000 in cash.
- (3) Securities are held by Esenjay. Mr. Johnson is the sole director and beneficial owner of this entity.
- (4) Includes 13,333,333 shares of common stock convertible under the Unrestricted Line of Credit between Esenjay and the Issuer at \$0.06 per share.
- (5) Includes 15,333,333 shares of common stock convertible under the Unrestricted Line of Credit between Esenjay and the Issuer at \$0.06 per share.
- (6) Under a Side Letter, Esenjay agreed to limit its right of conversion under the Unrestricted Line of Credit to such number of Shares so that upon conversion, if any, it will not cause the Issuer to exceed the authorized number of shares of Common Stock.

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.