

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Flux Power Holdings, Inc.

Form: 10-K/A

Date Filed: 2012-10-29

Corporate Issuer CIK: 1083743

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

FORM 10-K/A
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2012

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 000-25909

FLUX POWER HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

86-0931332

(I.R.S. Employer
Identification Number)

2240 Auto Park Way, Escondido, California

(Address of principal executive offices)

92029

(Zip code)

877-505-3589

(Issuer's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of December 31, 2011 was approximately \$84,787 based upon the closing price of \$0.29 per share as quoted for such date on the OTCQB. Shares of common stock held by each officer and director and by each person who is known to own 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates of the Company. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

APPLICABLE ONLY TO CORPORATE ISSUERS:

The number of shares of registrant's common stock outstanding as of September 4, 2012 was 46,364,587.

Documents incorporated by reference: None.

Transitional Small Business Disclosure Format (Check one): Yes No

Explanatory Note

Flux Power Holdings, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-K/A (the "Amendment") to the Company's annual report on Form 10-K for the period ended June 30, 2012 (the "Form 10-K"), filed with the Securities and Exchange Commission on September 28, 2012 (the "Original Filing Date"), solely to update the exhibits under Item 15(b) of the Form 10-K, and to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405(f)(3) of Regulation S-T. Exhibit 101 consists of the following materials from the Company's Form 10-K, formatted in XBRL (eXtensible Business Reporting Language):

| | |
|---------|-------------------------------------|
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Schema |
| 101.CAL | XBRL Taxonomy Calculation Linkbase |
| 101.DEF | XBRL Taxonomy Definition Linkbase |
| 101.LAB | XBRL Taxonomy Label Linkbase |
| 101.PRE | XBRL Taxonomy Presentation Linkbase |

No other changes have been made to the Form 10-K. This Amendment speaks as of the Original Filing Date, does not reflect events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way disclosures made in the Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the interactive data files attached as Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

PART IV

ITEM 15 — EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(b) Exhibits

The following exhibits are filed as part of this Report

| Exhibit No. | Description |
|-------------|----------------------------------------------------------------------------------------------------------------------|
| 2.1 | Securities Exchange Agreement dated May 18, 2012 ⁽¹⁾ |
| 2.2 | Amendment No. 1 to the Securities Exchange Agreement dated June 13, 2012 ⁽²⁾ |
| 3.1 | Restated Articles of Incorporation ⁽⁴⁾ |
| 3.2 | Amended and Restated Bylaws of Flux Power Holdings, Inc. ⁽³⁾ |
| 10.1 | Esenjay Secondary Revolving Promissory Note for Operating Capital dated October 1, 2011 ⁽²⁾ |
| 10.2 | Esenjay Bridge Loan Promissory Note dated March 7, 2012 ⁽²⁾ |
| 10.3 | Amended and Restated Terms of Employment with Chris Anthony with an effective date of January 1, 2010 ⁽²⁾ |
| 10.4 | Terms of Employment with Steve Jackson dated January 12, 2012 ⁽²⁾ |
| 10.5 | Flux Power Holdings, Inc. 2010 Stock Plan ⁽²⁾ |
| 10.6 | Flux Power Holdings, Inc. 2010 Stock Plan: Form of Stock Option Agreement ⁽²⁾ |
| 10.7 | LHV Power Corporation Term Sheet dated June 19, 2009 ⁽²⁾ |
| 10.8 | LHV Manufacturing Implementation Agreement dated August 1, 2009 ⁽²⁾ |
| 10.9 | GreenTech Automotive, Inc. Purchase Order Terms and Conditions ⁽⁸⁾ |
| 10.10 | NACCO Materials Handling Group, Inc. Prototype Agreement dated February 6, 2012 ^{(8)(CT)} |
| 10.11 | Baytree Capital Advisory Agreement dated June 14, 2012 ⁽²⁾ |
| 10.12 | Form of Warrant ⁽⁵⁾ |

| Exhibit No. | Description |
|-------------|-----------------------------------------------------------------------------------------------------------|
| 10.13 | Form of Securities Purchase Agreement ⁽⁵⁾ |
| 10.14 | Form of Indemnification Agreement ⁽²⁾ |
| 10.15 | Vendor Agreement dated January 15, 2010 ⁽⁶⁾ |
| 10.16 | ACP Agreement dated September 4, 2012 ⁽⁹⁾ |
| 10.17 | Unrestricted and Open Line of Credit dated September 24, 2012 ⁽⁷⁾ |
| 21.1 | Subsidiaries ⁽²⁾ |
| 31.1 | Certifications of the Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act. ⁽⁹⁾ |
| 31.2 | Certifications of the Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act. ⁽⁹⁾ |
| 32.1 | Certifications of the Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act. ⁽⁹⁾ |
| 32.2 | Certifications of the Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act. ⁽⁹⁾ |
| 101.INS | XBRL Instance Document ⁽¹⁰⁾ |
| 101.SCH | XBRL Taxonomy Extension Schema ⁽¹⁰⁾ |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase ⁽¹⁰⁾ |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase ⁽¹⁰⁾ |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase ⁽¹⁰⁾ |
| 101.FRE | XBRL Taxonomy Extension Presentation Linkbase ⁽¹⁰⁾ |

(1) Incorporated by reference to Form 8-K filed with the SEC on May 24, 2012

(2) Incorporated by reference to Form 8-K filed with the SEC on June 18, 2012

(3) Incorporated by reference to Form 8-K filed with the SEC on May 31, 2012

(4) Incorporated by reference to Form 8-K/A (Amendment No. 1) filed with the SEC on August 6, 2012

(5) Incorporated by reference to Form 8-K filed with the SEC on June 26, 2012

(6) Incorporated by reference to Form 8-K/A (Amendment No. 2) filed with the SEC on August 29, 2012

(7) Incorporated by reference to Form 8-K filed with the SEC on September 27, 2012

(8) Incorporated by reference to Form 8-K/A (Amendment No. 3) filed with the SEC on October 5, 2012

(9) Incorporated by reference to Form 10-K filed with the SEC on September 28, 2012

(10) XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

(CT) Application has been made to the SEC to seek confidential treatment of certain portions of Exhibits 10.10 under Rule 24b-2 of the Securities Exchange Act of 1934, as amended. Omitted material for which confidential treatment has been requested has been filed separately with the SEC.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Flux Power Holdings, Inc.

Dated: October 19, 2012

By: /s/ Chris L. Anthony
Chris L. Anthony
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------------------------------|------------------------------------------------------------------------------------------------------|------------------|
| <u>/s/ Chris L. Anthony</u> Chris L. Anthony | Chief Executive Officer and Chairman of Board <i>(Principal Executive Officer)</i> | October 29, 2012 |
| <u>/s/ Stephen G. Jackson</u> Stephen G. Jackson | Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i> | October 29, 2012 |
| <u>/s/ Michael Johnson</u> Michael Johnson | Director | October 29, 2012 |
| <u>/s/ James Gevarges</u> James Gevarges | Director | October 29, 2012 |
