

**SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

**Flux Power Holdings, Inc.**

**Form: 8-K**

**Date Filed: 2019-01-31**

Corporate Issuer CIK: 1083743

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 29, 2019

**FLUX POWER HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or Other Jurisdiction of  
Incorporation)

**000-25909**

(Commission File Number)

**86-0931332**

(IRS Employer Identification No.)

**985 Poinsettia Avenue, Suite A,  
Vista, California**

(Address of Principal Executive  
Offices)

**92081**

(Zip Code)

**877-505-3589**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.02 Unregistered Sales of Equity Securities.**

On January 29, 2019, Flux Power Holdings, Inc. (the "Company") conducted its final closing (the "Final Closing") to its round of private placement to accredited investors that initially closed on December 26, 2018 ("Initial Closing"). Following the Initial Closing to the Final Closing, the Company sold an additional 633,464 shares of its Common Stock ("Shares"), at \$1.10 per share, for an aggregate purchase price of \$696,810.40 to two accredited investors. In the aggregate, the Company issued 3,992,564 for an aggregate gross proceeds of approximately \$4.39 million.

The Shares were issued on identical terms to those previously reported for the Initial Closing on the Company's Form 8-K filed with the Securities and Exchange Commission ("SEC") on December 28, 2018.

The Company relied on the exemption from registration pursuant to Rule 506(c) of Regulation D promulgated under Section 4(a)(2) under the Securities Act of 1933, as amended.

After giving effect to the foregoing transactions, the number of Shares outstanding as of January 31, 2019 was 50,962,900.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
10.1	Form of Subscription Agreement*

\* Incorporated by reference to Exhibit 10.1 on Form 8-K filed with the SEC on December 28, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Flux Power Holdings, Inc.  
a Nevada corporation

Dated: January 31, 2019

By: /s/ Ronald F. Dutt  
Ronald F. Dutt, Chief Executive Officer