

**SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

**Flux Power Holdings, Inc.**

**Form: 8-K**

**Date Filed: 2017-08-18**

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): August 17, 2017

**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**  
(I.R.S. Employer  
Identification No.)

**985 Poinsettia Ave., Suite A**  
**Vista, California**  
(Address of Principal Executive Offices)

**92081**  
(Zip Code)

Registrant's telephone number, including area code: **877-505-3589**

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.

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**Item 3.03 Material Modification to Rights of Security Holders.**

The information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 5.03 Amendments of Articles of Incorporation; Change in Fiscal Year.**

On August 10, 2017, Flux Power Holdings, Inc. (the "Company") filed a certificate of amendment (the "Certificate") to its articles of incorporation with the State of Nevada effectuating a reverse split of the Company's common stock at a ratio of 1 for 10 (the "Reverse Stock Split"). The Reverse Stock Split became effective in the State of Nevada on August 18, 2017. The holder of a majority of the shares of common stock of the Company had previously approved the Reverse Stock Split on July 7, 2017.

The Reverse Stock Split was announced on the Daily List maintained by Financial Industry Regulatory Authority, Inc. on August 17, 2017, and took effect at the open of business on August 18, 2017. The temporary new symbol is FLUXD. The "D" will be removed 20 business days from August 18, 2017. As a result of the Reverse Stock Split, each ten (10) shares of common stock issued and outstanding prior to the Reverse Stock Split has been converted into one (1) share of common stock, and all options, warrants, and any other similar instruments convertible into, or exchangeable or exercisable for, shares of common stock have been proportionally adjusted. No fractional shares have been issued in connection with the Reverse Stock Split. If, as a result of the Reverse Split, a stockholder would otherwise have been entitled to a fractional share, each fractional share was rounded up. Following the Reverse Stock Split, the Company's authorized number of shares of Company's common stock and preferred stock remains the same, with approximately 25.1 million shares of common stock issued and outstanding. In connection with the Reverse Stock Split, the Company's CUSIP number has been changed to 344057 203.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 8.01 Other Events.**

On August 17, 2017, the Company issued a press release with respect to the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- 3.1 Certificate of Amendment to the Amended and Restated Articles of Incorporation filed with the Nevada Secretary of State on August 10, 2017
- 99.1 Press Release dated August 17, 2017

SIGNATURE

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

Date: August 18, 2017

FLUX POWER HOLDINGS, INC.  
A Nevada Corporation

By: /s/ Ron Dutt  
Name: Ron Dutt  
Title: Chief Executive Officer and Interim Chief Financial Officer

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Exhibit 3.1

## STATE OF NEVADA

BARBARA K. CEGAVSKE  
Secretary of State



JEFFERY LANDERFELT  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

## Certified Copy

August 10, 2017

**Job Number:** C20170810-1264  
**Reference Number:**  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20170343631-60	Amendment	2 Pages/1 Copies



Respectfully,

Barbara K. Cegavske  
Secretary of State

Certified By: Denise Repp  
Certificate Number: C20170810-1264  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)



\*090204\*

**Certificate of Amendment**  
 (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20170343631-60</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>08/10/2017 11:00 AM</b>
	Entity Number <b>C22155-1998</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Flux Power Holdings, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article VI of the Amended and Restated Articles of Incorporation is hereby amended and restated in its entirety to read as set forth on Attachment I, attached hereto.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

4. Effective date and time of filing: (optional) Date:  Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

**X**

*[Handwritten Signature]*

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
 Revised: 1-5-15

**ATTACHMENT I**

**AMENDED AND RESTATED ARTICLE OF INCORPORATION OF FLUX POWER HOLDINGS, INC.**

**ARTICLES VI**

The corporation shall have authority to issue three hundred million (300,000,000) shares of Common Stock at par value of \$0.001 per share; and five million (5,000,000) shares of Preferred Stock at a par value of \$0.001.

Upon the effectiveness of this Certificate of Amendment to the Articles of Incorporation with the Secretary of State of the State of Nevada (the "Effective Time"), each ten shares of Common Stock of the corporation issued and outstanding immediately prior to the Effective Time ("Old Common Stock") shall automatically be converted, without any action on the part of the holder thereof, into one share of fully paid and non-assessable Common Stock of the corporation (the "Reverse Stock Split"). Fractional shares, if any, will be rounded up to the next whole share. The Reverse Stock Split shall occur whether or not the certificates representing shares of Old Common Stock are surrendered to the corporation or its transfer agent. The par value of each share of Common Stock shall not be adjusted in connection with the Reverse Stock Split, and the number of shares of Common Stock the corporation is authorized to issue, as set forth in this Article VI, shall not be affected by the Reverse Stock Split.

**Flux Power to Begin Trading on Post-Split Basis  
Tomorrow Following 1-for-10 Reverse Stock Split**

**Vista, CA** – August 17, 2017 -- Flux Power Holdings, Inc. (OTCQB: FLUX), a developer of advanced lithium batteries for electric forklifts and airport ground support equipment, today announced that it is enacting a 1-for-10 reverse split of its outstanding common stock effective Friday, August 18, 2017. Flux's common stock will trade on a post-split basis starting tomorrow, under a new CUSIP number, 344057 203, and a temporary trading symbol "FLUXD." Its trading symbol will revert back to "FLUX" after 20 business days.

Flux continues to advance its 'first-mover' leadership as a pioneering provider of lithium-ion battery solutions for forklifts and airport ground service equipment. The reverse split was implemented to increase the number of authorized shares available for Flux to fund its future growth and working capital needs as it works to ramp adoption and sales of its industrial lithium-ion batteries. Including issued and outstanding common stock and underlying warrants and options, Flux had reached the limit of its authorized shares. The increase in authorized shares was accomplished by reducing Flux's issued and outstanding share count via the reverse split, while holding unchanged the Company's total share authorization.

**Reverse Split Details**

The 1-for-10 reverse split was enacted following authorization by Flux's Board of Directors and approval by a majority shareholder controlling over 64% of the Company's outstanding common stock. Upon effectiveness of the reverse split, every ten (10) shares of common stock will be converted into one (1) new share of common stock. Fractional shares resulting from the reverse split will be rounded up to the nearest whole share.

Following completion of the reverse split, Flux Power's issued and outstanding common shares will be reduced to approximately 25.1 million (from approximately 250.8 million) and its total authorized shares will remain 300 million.

It is not necessary for shareholders to exchange their existing stock certificates for new stock certificates in connection with the reverse split. Shareholders desiring to exchange their certificate(s) may do so at the shareholder's expense and may contact our Transfer Agent for instructions. Please direct any questions you might have concerning the reverse split to your broker or Flux's Transfer Agent, Interwest Transfer Company, at (801) 272-9294.

**About Flux Power Holdings, Inc.** ([www.fluxpwr.com](http://www.fluxpwr.com))

Flux Power develops advanced lithium-ion batteries for industrial uses, including its first-ever UL 2271 Listed lithium-ion "LiFT Pack" forklift batteries. Flux solutions utilize its proprietary battery management system (BMS) and in-house engineering and product design. Flux batteries deliver improved performance, extended cycle life and lower total cost of ownership than legacy lead-acid solutions. Flux sells primarily to lift equipment OEM's, their dealers and battery distributors. Current products include advanced battery packs for motive power in the lift equipment and airport ground support markets.

**Flux Blog:** Flux Power Currents

**Facebook:** FLUXPower

**Twitter** Company: @FLUXpwr Investor Relations: @FluxPowerIR

**LinkedIn** Flux Power

*This news release may contain certain "forward-looking" statements (as that term is defined in the Private Securities Litigation Reform Act of 1995 or by the SEC in its rules, regulations and releases) representing our expectations or beliefs regarding our company. These forward-looking statements include, but are not limited to, statements concerning our operations, economic performance, financial condition, and prospects and opportunities. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate," "might," or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward looking statements. These statements, by their nature, involve substantial risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors, including factors discussed in this and other of our filings with the SEC. Undue reliance should not be placed on the forward-looking statements and Investors should refer to the risk factors outlined in our Form 10-K, 10-Q and other reports filed with the SEC and available at [www.sec.gov/edgar](http://www.sec.gov/edgar). These forward-looking statements are made as of the date of this news release, and Company assumes no obligation to update these statements or the reasons why actual results could differ from those projected.*

Flux, Flux Power and associated logos are trademarks of Flux Power Holdings, Inc. All other third party brands, products, trademarks, or registered marks are the property of and used to identify the products or services of their respective owners.

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