

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.

Exhibit No. Exhibit Description

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