

Item 1.01 Entry into a Material Definitive Agreement.

On April 4, 2019, Flux Power Holdings, Inc. (the “Company”) entered into an Indemnification Agreement with each of the following current executive officers of the Company: Ronald F. Dutt, Charles A. Scheiwe and Jonathon A. Berry (each referred to as “Indemnitee”). The Indemnification Agreement has substantially the same terms and conditions as the form of indemnification agreement previously entered into by the Company’s non-executive directors.

Subject to the terms, conditions and limitations set forth in the Indemnification Agreement, under the Indemnification Agreement, the Company agreed to indemnify each Indemnitee against any and all expenses incurred in connection with the Indemnitee’s service as the Company’s officer, director and/or agent, or is or was serving at the Company’s request as a director, officer, employee, agent or advisor of another corporation, partnership, joint venture, trust, limited liability company, or other entity or enterprise but only if the Indemnitee acted in good faith and in a manner he reasonably believed to be in or not opposed to the Company’s best interest, and in the case of a criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. In addition, the indemnification is applicable whether or not negligence or gross negligence of the Indemnitee is alleged or proven. Additionally, the Indemnification Agreement establishes processes and procedures for indemnification claims, advancement of expenses and costs and contribution obligations. The foregoing description of the terms of the Indemnification Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the form of Indemnification Agreement which is filed hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statement and Exhibits.

10.1 Form of Indemnification Agreement

Signature

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: April 9, 2019 /s/ Ronald F.
Dutt
Ronald F.
Dutt, Chief
Executive
Officer