

Berry Jonathan Andrew
Form 3
July 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Berry Jonathan Andrew		(Month/Day/Year)	Flux Power Holdings, Inc. [FLUX]	
(Last)	(First)	(Middle)	06/29/2018	
985 POINSETTIA AVE STE A			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
VISTA,Â CAÂ 92081			☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) COO	6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

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Stock Option	Â <u>(1)</u>	06/29/2028	Common Stock	455,106	\$ 1.44 <u>(1)</u>	D	Â
Stock Option	Â <u>(2)</u>	10/26/2027	Common Stock	225,000	\$ 0.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berry Jonathan Andrew 985 POINSETTIA AVE STE A VISTA, CA 92081	Â	Â	Â COO	Â

Signatures

/s/ Jonathan
Andrew Berry

07/09/2018

Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the stock option, Reporting Person has a right to purchase up to 455,106 shares of Issuer's common stock. The options vest
(1) quarterly over a two-year period following the grant and expire on June 29, 2028. The exercise price is the fair market value of Issuer's common stock, which is \$1.44 per share based on the Issuer's 30-day volume-weighted average price on June 29, 2018.

Pursuant to the stock option, Reporting Person has a right to purchase up to 225,000 shares of Issuer's common stock, of which 84,375
(2) options have vested as of June 30, 2018. The options vest quarterly over a three-year period, with 25% vested on October 26, 2017. The exercise price is \$0.46, which was the closing price on October 26, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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