

Berry Jonathan Andrew  
 Form 3  
 July 09, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

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|              |       |            |              |         |             |   |   |
|--------------|-------|------------|--------------|---------|-------------|---|---|
| Stock Option | Â (1) | 06/29/2028 | Common Stock | 455,106 | \$ 1.44 (1) | D | Â |
| Stock Option | Â (2) | 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<br>985 POINSETTIA AVE STE A<br>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).
  - (1) 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 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.
  - (2) 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.