

Flux Power Holdings, Inc.  
Form 8-K/A  
December 15, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): (November 26, 2014)

**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**

(IRS Employer  
Identification No.)

**985 Poinsettia Avenue, Suite A, Vista, California 92081**

(Address of Principal Executive Offices)

(Zip Code)

**877-505-3589**

(Registrant's telephone number, including area code)

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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))

## **EXPLANATORY NOTE**

On December 2, 2014, Flux Power Holdings, Inc., a Nevada corporation (the "Company"), filed a Current Report on Form 8-K (the "Original Filing") reporting the date of the Annual Meeting of Stockholders and related information. On December 12, 2014, the board of directors of the Company voted to postpone the date of the 2015 Annual Meeting of Stockholders ("2015 Annual Meeting") from January 22, 2015 to February 17, 2015, in order to have sufficient time to furnish the proxy materials by "Notice of Internet Availability of Proxy Materials" under Rule 14a-16(a)(1) of the Securities Exchange Act of 1934, as amended. No other changes have been made to the record date or the proposals to be brought before the 2015 Annual Meeting. This Amendment No. 1 on Form 8-K/A (this "Amendment") is being filed to reflect the change in the date of the 2015 Annual Meeting and to amend, restate and replace in its entirety the Original Filing.

### **Item 5.08 Stockholders Directors Nominations**

On November 26, 2014, the board of directors of the Company set the close of business on December 23, 2014, as the record date for determining the stockholders entitled to receive notice of and entitled to vote at the 2015 Annual Meeting. On December 12, 2014, the board of directors set February 17, 2015 as the date of the 2015 Annual Meeting. In addition to this announcement, the Company will separately send a "Notice of Internet Availability of Proxy Materials" to stockholders of record, providing the proxy materials and annual report via the Internet, and providing a printed set of these materials by mail to any stockholder who requests them.

Because we did not hold an Annual Meeting of Stockholders last year, we are informing our stockholders of the deadline for the submission of stockholders proposals and director nominees for consideration at our 2015 Annual Meeting. Proposals by stockholders and submissions by stockholders of director nominees for consideration at the 2015 Annual Meeting should be submitted in writing to the Company's Corporate Secretary at: Flux Power Holdings, Inc., c/o Corporate Secretary, 985 Poinsettia Avenue, Suite A, Vista, California 92081. Any proposals relating to director nominees should contain the name, holdings of our securities and contact information of the person making the nomination, the candidate's name, address and other contact information, any direct or indirect holdings of our securities by the nominee, any information required to be disclosed about directors under applicable securities laws, information regarding related party transactions with the Company and/or the stockholder submitting the nomination; any actual or potential conflicts of interest, the nominee's biographical data, current public and private company affiliations, employment history and qualifications and status as "independent" under applicable securities laws and stock exchange requirements.

For all proposals and nominations by stockholders to be timely, regardless of whether the proposals or nominations are intended for inclusion in the proxy statement for the 2015 Annual Meeting, a stockholders' notice must be delivered to, or mailed and received by, the Company's Corporate Secretary on or before the close of business on December 22, 2014. Any stockholders proposal or nomination delivered or received after the close of business on

December 22, 2014 will be untimely and will not be properly brought before the 2015 Annual Meeting.

Proposals by stockholders and submissions by stockholders of director nominees, if intended for inclusion in the proxy statement, must comply with the applicable rules and regulations of the Securities Exchange Commission, including Rule 14a-8 under the Securities Exchange Act of 1934, as amended.

**Item 8.01 Other Events**

The disclosure in Item 5.08 above is incorporated by this reference into this Item 8.01.

**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: December 15, 2014 /s/ Ron Dutt

Ron Dutt, Chief Executive Officer and Interim Chief Financial Officer