

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|  |         |          |   |  |  |   |  |  |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>Schmidt Derek P</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>FLEXSTEEL INDUSTRIES INC [ FLXS ]</b>   |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President &amp; CEO</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/30/2024</b>   |  |  | 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  |  |  |
| P.O. BOX 877   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |   |  |  |
| (Street)<br><b>DUBUQUE IA 52004</b>                                |         |          | Rule 10b5-1(c) Transaction Indication   |  |  |   |  |  |
| (City) (State) (Zip)   |         |          | <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 06/30/2024                           |  | M                              |   | 3,496 <sup>(1)</sup>  | A          | (2)     | 136,687   | D  |   |
| Common Stock                    | 06/30/2024                           |  | F                              |   | 1,586   | D          | \$31.06 | 135,101   | D  |   |
| Common Stock                    | 06/30/2024                           |  | M                              |   | 8,841 <sup>(3)</sup>  | A          | (2)     | 143,942   | D  |   |
| Common Stock                    | 06/30/2024                           |  | F                              |   | 4,010   | D          | \$31.06 | 139,932   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,080.977   | I  | Christine Schmidt IRA                                 |
| Common Stock                    |                                      |  |                                |   |   |            |         | 60,912.6509   | I  | Derek Schmidt 401(k)                                  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 1,096.065   | I  | Derek Schmidt IRA                                     |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | (2)  | 06/30/2024                           |  | M                              |   | 3,496 <sup>(1)</sup>   |     | (1)  | (1)             | Common Stock  | 3,496                      | (2)  | 0  | D   |  |
| Restricted Stock Units                     | (2)  | 06/30/2024                           |  | M                              |   | 8,841 <sup>(3)</sup>   |     | (3)  | (3)             | Common Stock  | 8,841                      | (2)  | 0  | D   |  |
| Restricted Stock Units                     | (2)  | 07/01/2024                           |  | A                              |   | 10,082 <sup>(4)</sup>  |     | (4)  | (4)             | Common Stock  | 10,082                     | (2)  | 10,082   | D   |  |
| Restricted Stock Units                     | (2)  | 07/01/2024                           |  | A                              |   | 3,316 <sup>(5)</sup>   |     | (5)  | (5)             | Common Stock  | 3,316                      | (2)  | 3,316  | D   |  |

**Explanation of Responses:**

- On 7/1/2021 3,496 restricted stock units were granted. These restricted stock units vested on June 30, 2024.
- Each restricted stock unit represents a contingent right to receive one share of FLXS common stock.
- On 7/1/2022, 8,841 restricted stock units were granted. The restricted stock units vested on June 30, 2024.
- On 7/1/2024, 10,082 restricted stock units were granted. The restricted stock units vest on June 30, 2027.
- On 7/1/2024, 3,316 restricted stock units were granted. The restricted stock units vest on June 30, 2027.

/s/ Jennifer Zeman, attorney-in-fact 07/02/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

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 Number.

