

---

---

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 1, 2017

**WORKHORSE GROUP INC.**  
(Exact name of registrant as specified in its charter)

---

Nevada	000-53704	26-1394771
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

---

100 Commerce Drive, Loveland, Ohio 45140

---

(Address of principal executive offices) (zip code)

---

513-297-3640

---

(Registrant's telephone number, including area code)

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))
- 
- 
-

**Item 8.01. Other Events**

On February 1, 2017, Workhorse Group Inc. (the “Company”) issued a press release (the “Closing Press Release”) announcing that it had closed its previously announced public offering of 7,475,000 shares of its common stock at a public offering price of \$3.00 per share. The Company sold an aggregate of 7,475,000 shares of its common stock, including 975,000 additional shares which the underwriters exercised their option to purchase, with net proceeds to the Company of approximately \$20.5 million, after deducting underwriting discounts and commissions and estimated offering expenses.

The Company’s Closing Press Release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits****(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated February 1, 2017

**SIGNATURES**

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.

Date: February 1, 2017

**WORKHORSE GROUP INC.**

By: /s/ Julio Rodriguez  
Name: Julio Rodriguez  
Title: Chief Financial Officer

**Workhorse Group Announces Closing of \$22.4 Million Public Offering Including  
Exercise of Underwriters' Option to Purchase Additional Shares**

CINCINNATI, OH—2/1/2017 *Workhorse Group Inc.* (NASDAQ: WKHS), today announced the completion of its previously announced underwritten public offering of 6,500,000 shares of its common stock at a public offering price of \$3.00 per share. In addition, the underwriters have exercised an option to purchase an additional 975,000 shares of common stock at the public offering price, less the underwriting discounts and commissions.

All of the shares in the offering were sold by Workhorse Group, with gross proceeds to Workhorse Group of approximately \$22.4 million and net proceeds of approximately \$20.5 million, after deducting underwriting discounts and commissions and estimated offering expenses.

Oppenheimer & Co. Inc. and Cowen and Company, LLC acted as the joint book-running managers for the offering.

The public offering was made pursuant to a shelf registration statement on Form S-3 that was previously filed with and declared effective by the Securities and Exchange Commission ("SEC"). A final prospectus supplement and the accompanying prospectus describing the terms of the offering has been filed with the SEC and is available on the SEC's website located at <http://www.sec.gov>, and may be obtained from Oppenheimer & Co. Inc., 85 Broad Street, 26th Floor, New York, NY 10004, Attn: Syndicate Prospectus Department, by calling (212) 667-8563, or by email to [EquityProspectus@opco.com](mailto:EquityProspectus@opco.com).

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy, nor will there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

**About Workhorse Group Inc.**

Workhorse Group, Inc. (NASDAQ: WKHS), is a U.S. – based original equipment manufacturer of medium duty EPA-approved battery-electric delivery vehicles and fully integrated truck-launched, FAA compliant unmanned aerial systems (UAS) delivery drones. Workhorse trucks have historically been sold to the largest fleets in the USA and Canada for last-mile delivery and related uses. For additional information visit [www.workhorse.com](http://www.workhorse.com)

**Forward Looking Statement**

This press release includes forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as "feel," "believes," "expects," "estimates," "projects," "intends," "should," "is to be," or the negative of such terms, or other comparable terminology. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from the forward-looking statements contained herein. Factors that could cause actual results to differ materially include, but are not limited to: our limited operations and need to expand in the near future to fulfill product orders; risks associated with obtaining orders and executing upon such orders, the ability to protect our intellectual property; the potential lack of market acceptance of our products; potential competition; our inability to retain key members of our management team; our inability to raise additional capital to fund our operations and business plan; our inability to maintain our listing of our securities on the Nasdaq Capital Market; our ability to continue as a going concern; our liquidity and other risks and uncertainties and other factors discussed from time to time in our filings with the Securities and Exchange Commission ("SEC"), including our annual report on Form 10-K filed with the SEC. Workhorse expressly disclaims any obligation to publicly update any forward-looking statements contained herein, whether as a result of new information, future events or otherwise, except as required by law.

Contact:

Mike Dektas  
Workhorse Group Inc.  
513-266-3590  
[Mike.Dektas@workhorse.com](mailto:Mike.Dektas@workhorse.com)