

# FORM 4

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

### OMB APPROVAL

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person Burns Stephen S.			2. Issuer Name and Ticker or Trading Symbol Workhorse Group Inc. [WKHS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO		
(Last) (First) (Middle) C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 08/21/2017					
(Street) LOVELAND, OH 45140			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			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)
COMMON STOCK, \$0.001 PAR VALUE					50,000	I	Deborah Sue Burns
COMMON STOCK, \$0.001 PAR VALUE	08/21/2017		G	50,000 D (6)	\$ 2.92 746,687	D	

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

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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)	(e.g., puts, calls, warrants, options, convertible securities)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V								
Stock Options (3)	\$ 5.28							06/30/2017	05/19/2027	Common Stock, Par Value \$0.001	62,500 (5)		62,500 (5)	D	
Stock Options (3)	\$ 7.21							08/16/2016	08/16/2021	Common Stock, Par Value \$0.001	35,000 (3)		35,000 (3)	D	
Stock Options (2)	\$ 7.21							08/16/2016	08/16/2021	Common Stock, Par Value \$0.001	10,000 (2)		10,000 (2)	D	
Stock Options (1)	\$ 4.99							02/03/2016	02/03/2021	Common Stock, Par Value \$0.001	40,000 (1)		40,000 (1)	D	
Stock Options	\$ 1.75							08/03/2015	08/03/2020	Common Stock	50,000		50,000	D	
Stock Options	\$ 1.4							12/19/2014	12/18/2019	Common Stock	50,000		50,000	D	
Stock Options	\$ 0.1							07/01/2014	06/30/2019	Common Stock	281,439		281,440	D	
Stock	\$ 2.9							03/15/2013	03/15/2018	Common	40,000		40,000	D	

Options Stock Options	\$ 6							05/25/2011	05/25/2018	Stock Common Stock	50,000		50,000	D	
Stock Options	\$ 1.1							12/04/2010	12/04/2018	Common Stock	30,000		30,000	D	
Stock Options	\$ 7.2							12/08/2010	12/08/2020	Common Stock	30,000		30,000	D	
Stock Options (4)	\$ 4							05/12/2010	05/12/2020	Common Stock, Par Value \$0.001	60,000 (4)		60,000 (4)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns Stephen S. C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE LOVELAND, OH 45140	X		CEO	

Signatures

/s/ Stephen S. Burns	08/22/2017
Signature of Reporting Person	Date

Explanation of Responses:

- \* 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).
- (1) 10,000 of the options vested on February 3, 2016 and an additional 10,000 will vest every six months thereafter.
- (2) 2,500 of the options vested on August 16, 2016 and an additional 2,500 will vest every six months thereafter.
- (3) 8,750 of the options vested on August 16, 2016 and an additional 8,750 will vest every six months thereafter.
- (4) 20,000 of the options vested on May 12, 2010 and the remaining 40,000 shares became exercisable in eight (8) equal installments of 5,000 shares at the end of every quarter commencing June 30, 2010.
- (5) Workhorse Group Inc. granted stock options exercisable at \$5.28 per share to Mr. Burns to acquire 1,000,000 shares of common stock of the Company, which are exercisable for a period of ten years. The Stock Options vest in 16 equal quarterly tranches of 62,500 shares commencing June 30, 2017.
- (6) Mr. Burns gifted an aggregate of 50,000 shares of common stock to two of his children.

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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