
**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): June 29, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On June 28, 2018, Workhorse Group Inc. (the “Company”) entered into an amendment agreement with the holders of Senior Secured Notes in the principal amount of \$5,750,000 dated December 27, 2017 (the “Notes”). The amendment agreement provided that the Notes were amended to provide a maturity date of July 6, 2018. The Company previously reported the execution of the Notes in a Current Report on Form 8-K filed on December 27, 2017.

The description of the terms and conditions of the amendment agreement do not purport to be complete and is qualified in its entirety by the full text of the form of amendment agreement, which is filed as an exhibit to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Form of Amendment Agreement dated June 28, 2018

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.

WORKHORSE GROUP INC.

Date: June 29, 2018

By: /s/ Paul Gaitan

Name: Paul Gaitan

Title: Chief Financial Officer

AMENDMENT AGREEMENT

This **AMENDMENT AGREEMENT** (the “**Amendment**”), dated as of June 28, 2018, is made by and between Workhorse Group Inc., a Nevada corporation, (the “**Company**”), and the investor listed on the signature page attached hereto (the “**Holder**”). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings set forth in the Senior Secured Note (as defined below), as applicable.

RECITALS

- A. Reference is made to that certain Senior Secured Note issued by the Company on December 27, 2017 to the Holder (as amended from time to time prior to the date hereof, the “**Senior Secured Note**”);
- B. The Company and the Holder desire to amend the Senior Secured Note as set forth herein; and
- C. In compliance with Section 12 of the Senior Secured Note, this Amendment shall only be effective upon consent of the Holder and the Company.

AGREEMENT

NOW THEREFORE, in consideration of the foregoing mutual premises and the covenants and agreements hereinafter set forth, and for other good and valuable consideration, the receipt, and legal adequacy of which is hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

**ARTICLE I
NOTES**

1. Amendment to Maturity Date. The penultimate sentence of Section 1 of the Senior Secured Note shall be amended and restated as follows: “The “**Maturity Date**” shall be July 6, 2018.”

**ARTICLE II
MISCELLANEOUS**

2. Effect of this Amendment. This Amendment shall form a part of the Senior Secured Note for all purposes. This Amendment shall only be deemed to be in full force and effect from and after the execution of this Amendment by the parties hereto. From and after such effectiveness, any reference to the Senior Secured Notes shall be deemed to be a reference to the Senior Secured Notes, as amended hereby. Except as specifically amended as set forth herein, each term and condition of the Senior Secured Notes shall continue in full force and effect.

3. Entire Agreement. This Amendment, together with the Senior Secured Notes, as amended to date, contains the entire agreement of the parties with respect to the matters contemplated hereby and thereby, and supersedes any prior or contemporaneous written or oral agreements between them concerning the subject matter of this Amendment.

4. Governing Law. This Amendment shall be governed by the internal law of the State of New York.

5. Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument; signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same document. This Amendment may be executed by fax or electronic mail, in PDF format, and no party hereto may contest this Amendment’s validity solely because a signature was faxed or otherwise sent electronically.

[Signature Page Follows]

IN WITNESS WHEREOF, the Holder and the Company have caused their respective signature pages to this Amendment to be duly executed as of the date first written above.

COMPANY:

WORKHORSE GROUP INC.

By: _____
Name: Stephen S. Burns
Title: CEO

Signature Page to Amendment Agreement—June 2018

IN WITNESS WHEREOF, the Holder and the Company have caused their respective signature pages to this Amendment to be duly executed as of the date first written above.

HOLDER:

[]

By: _____

Name:

Title:

Signature Page to Amendment Agreement—June 2018
