

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Hughes Duane</b>		2. Issuer Name and Ticker or Trading Symbol <b>Workhorse Group Inc. [WKHS]</b>		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) <b>CEO and President</b>	
(Last) (First) (Middle) <b>C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>07/01/2020</b>			
(Street) <b>LOVELAND, OH 45140</b>		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)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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, \$0.001 par value per share	05/21/2020		F		20,691 (1)	D	\$ 19.18	397,598	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)	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 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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (2)	\$ 0.97						03/31/2019	02/04/2024	Common Stock, \$0.001 par value per share	1,000,000		1,000,000	D	
Stock Options (2)	\$ 0.97						02/04/2019	02/04/2024	Common Stock, \$0.001 par value per share	50,000		50,000	D	
Stock Options (3)	\$ 5.28						06/30/2017	05/19/2027	Common Stock, \$0.001 par value per share	400,000		400,000	D	
Stock Options (4)	\$ 7.21						08/16/2016	08/16/2021	Common Stock, \$0.001 par value per share	22,000		22,000	D	
Stock Options (5)	\$ 4.99						02/03/2016	02/03/2021	Common Stock, \$0.001 par value per share	25,000		25,000	D	

Stock Options <a href="#">(2)</a>	\$ 1.75							08/03/2015	08/03/2020	Common Stock, \$0.001 par value per share	20,000		20,000	D
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hughes Duane C/O WORKHORSE GROUP INC. 100 COMMERCE DRIVE LOVELAND, OH 45140	X		CEO and President	

## Signatures

/s/ Duane Hughes		07/06/2020
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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).

- Represents shares of common stock granted by Workhorse Group Inc. (the "Company") under a Restricted Stock Award Agreement vesting in equal amounts over a three year period in six
- (1) month intervals less shares relinquished to the Company by the reporting person out of, and to cover estimated tax withholding for, restricted shares previously granted subject to vesting. The stock price reflected in Table I Column 4 was determined based on fair market value as the closing trading price of the Company's common stock on July 1, 2020.
  - (2) The options vested in full on November 6, 2019.
  - (3) Options shall become exercisable in twelve (12) equal quarterly installments of 83,333 commencing on March 31, 2019.
  - (4) 5,500 of the options vested on August 16, 2016 and an additional 5,500 will vest every six months thereafter.
  - (5) Workhorse Group Inc. granted stock options exercisable at \$5.28 per share to Mr. Hughes to acquire 400,000 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 25,000 shares commencing June 30, 2017.

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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