# FORM 4

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

### 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<sup>*</sup> Hughes Duane | 2. Issuer Name **and** Ticker or Trading Symbol Workhorse Group Inc. [WKHS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| (Last)　　　(First)　　　(Middle) C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE | 3. Date of Earliest Transaction (Month/Day/Year) 07/13/2020 | X__ Director　　　　　_____ 10% Owner X__ Officer (give title below)　_____ Other (specify below) CEO and President |
| (Street) LOVELAND, OH 45140 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) X__ Form filed by One Reporting Person ___ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, $0.001 par value per share | 07/13/2020 | | S | | 11,451 (1) | D | $17.16 | 347,589 | D | |
| Common Stock, $0.001 par value per share | 07/13/2020 | | S | | 40,516 (1) | D | $16.56 | 359,040 | D | |
| Common Stock, $0.001 par value per share | 07/13/2020 | | S | | 10,546 (1) | D | $15.67 | 399,556 | D | |
| Common Stock, $0.001 par value per share | 07/13/2020 | | F | | 7,487 (6) | D | $16.48 | 410,102 | D | |
| Common Stock, $0.001 par value per share | 07/13/2020 | | M | | 20,000 (6) | A | $1.75 | 417,589 | D | |

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

**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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options (6) | $ 1.75 | 07/13/2020 | | M | | 20,000 | | 08/03/2015 | 08/03/2020 | Common Stock, $0.001 par value per share | 20,000 | $ 1.75 | 0 | D | |
| 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 | |

## 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 | | 07/15/2020 |
| --- | --- | --- |
| **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 ) The sales reported on this Form 4 were effected pursuant to a Rule 10b-5 trading plan.

( 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 each of August 16, 2016, February 16, 2017, August 16, 2017 and February 16, 2018.

( 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.

( 6 ) Represents the exercise of a stock option pursuant to which the Reporting Person received an aggregate of 20,000 shares by means of a cashless exercise. A cashless exercise is a method of exercising a stock option in which the option holder pays the exercise price to Workhorse Group Inc. using shares of common stock the Reporting Person would have received pursuant to the option exercise. As a result of this cashless exercise, the Reporting Person, on a net basis, acquired ownership of a net amount of 12,513 shares of common stock.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.