

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): May 3, 2022

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

Nevada
(State or Other Jurisdiction
of Incorporation)

001-37673
(Commission File Number)

26-1394771
(IRS Employer
Identification Number)

100 Commerce Drive, Loveland, Ohio 45140
(Address of principal executive offices) (zip code)

(513) 360-4704
(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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	WKHS	The Nasdaq Capital Market

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 3, 2022, Workhorse Group Inc. (the "Company") held its 2022 Annual Meeting of Shareholders (the "Annual Meeting"). As of March 7, 2022, the record date for holders of shares of common stock (the "Shares") entitled to vote at the Annual Meeting, there were 157,819,034 Shares outstanding and entitled to vote at the Annual Meeting. Of the Shares entitled to vote, 79,680,251, or approximately 50.48% of the Shares, were present or represented by proxy at the Annual Meeting, constituting a quorum under the Company's Articles of Incorporation. There were two matters presented and voted on at the Annual Meeting. Set forth below is a brief description of each matter voted on at the Annual Meeting and the final voting results with respect to each such matter.

Proposal 1 - Election of ten nominees to serve on the Board of Directors for a one-year term and until their respective successors are duly elected and qualified.

Nominee	For	Withheld	Broker Non-Votes
Raymond J. Chess	27,100,558	3,554,751	49,024,942
Richard Dauch	28,672,118	1,983,191	49,024,942
H. Benjamin Samuels	23,150,261,	7,505,048	49,024,942
Gerald B. Budde	22,021,954	8,633,355	49,024,942
Harry DeMott	24,036,215	6,619,094	49,024,942
Michael Clark	24,029,352	6,625,957	49,024,942
Jacqueline A. Dedo	23,029,247	7,626,062	49,024,942
Pamela S. Mader	24,305,668	6,349,641	49,024,942
William Quigley	28,392,216	2,263,093	49,024,942
Austin Scott Miller	28,529,782	2,125,527	49,024,942

The shareholders elected all ten of the nominees as directors.

Proposal 2 - Ratification of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2022.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Votes Cast	76,880,239	2,097,275	702,737

The shareholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2022.

Item 8.01. Other Events.

On May 3, 2022, the Company issued a press release about the meeting results and a press release about the election of Austin Scott Miller as a member of the board of directors. The press releases are furnished as Exhibit 99.1 and Exhibit 99.2 and incorporated by reference herein.

Forward-Looking Statements

Certain statements in this Current Report on Form 8-K are forward-looking statements that involve a number of risks and uncertainties. For such statements, the Company claims the protection of the Private Securities Litigation Reform Act of 1995. Actual events or results may differ materially from the Company's expectations. Additional factors that could cause actual results to differ materially from those stated or implied by the Company's forward-looking statements are disclosed in the Company's reports filed with the Securities and Exchange Commission.

Item 9.01. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 3, 2022
99.2	Press Release, dated May 3, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: May 5, 2022

By: /s/ James D. Harrington
Name: James D. Harrington
Title: General Counsel, Secretary and
Chief Administration Officer



Workhorse Announces Annual Stockholders' Meeting Results

CINCINNATI, May 3, 2022 -- Workhorse Group Inc. (NASDAQ: WKHS) ("Workhorse" or "the Company"), an American technology company focused on providing sustainable and cost-effective drone-integrated electric vehicles to the last mile delivery sector, announced the results of its annual stockholders' meeting held earlier today.

The Company's stockholders have re-elected the following persons to the Company's Board of Directors for the ensuing year: Raymond Chess, Richard Dauch, Benjamin Samuels, Gerald Budde, Harry DeMott, Jacqueline Dedo, Pamela Mader, Michael Clark and Bill Quigley. Shareholders also elected Scott Miller to the Board of Directors. With this addition, Workhorse's board composition has increased to ten total directors, nine of whom are independent. The Directors have been elected to serve a term expiring at the 2023 annual meeting of stockholders.

In addition, stockholders ratified the appointment of Grant Thornton LLP as the Company's independent auditors for 2022.

A webcast playback will be available at www.virtualshareholdermeeting.com/WKHS2022 24 hours after the completion of the meeting.

For more information, please refer to the Company's Proxy Statement filing, which is available on the United States Securities and Exchange Commission's (the "SEC") [website](http://www.sec.gov).

About Workhorse Group Inc.

Workhorse is a technology company focused on providing drone-integrated electric vehicles to the last-mile delivery sector. As an American original equipment manufacturer, we design and build high performance, battery-electric vehicles including trucks and aircraft. Workhorse also develops cloud-based, real-time telematics performance monitoring systems that are fully integrated with our vehicles and enable fleet operators to optimize energy and route efficiency. All Workhorse vehicles are designed to make the movement of people and goods more efficient and less harmful to the environment. For additional information visit workhorse.com.

Forward-Looking Statements

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 "believes," "expects," "anticipates," "estimates," "projects," "intends," "should," "seeks," "future," "continue," 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 ability to successfully complete the additional testing and implement modifications to vehicles to achieve compliance with FMVSS with respect to the C-1000s; the results of our ongoing review of the Company's business and go-forward operating and commercial plans; our ability to capitalize on opportunities to deliver products to meet customer requirements; our limited operations and need to expand to fulfill product orders; risks associated with obtaining orders and executing upon such orders; the ability to protect our intellectual property; negative impacts stemming from the continuing COVID-19 pandemic; market acceptance of our products; our ability to attract and retain customers for existing and new products; our ability to control our expenses; potential competition, including shifts in technology; global and local business conditions; 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 satisfy covenants in our financing agreements; our inability to maintain our listing of our securities on the Nasdaq Capital Market; our inability to satisfy our customer warranty claims; the outcome of any regulatory proceedings; 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.

Investor Relations Contact:

Matt Glover and Tom Colton
Gateway Investor Relations
949-574-3860
WKHS@gatewayir.com

Source: Workhorse Group Inc.



Workhorse Stockholders Appoint Scott Miller to Board of Directors

CINCINNATI, May 3, 2022 -- Workhorse Group Inc. (NASDAQ: WKHS) (“Workhorse” or “the Company”), an American technology company focused on providing sustainable and cost-effective drone-integrated electric vehicles to the last mile delivery sector, announced that shareholders have elected Scott Miller to the board of directors at its annual stockholders’ meeting held earlier today. Miller will serve a term expiring at the 2023 annual meeting of stockholders. He has also been named a member of the Company’s Nominating and Corporate Governance Committee as well as the Compensation Committee.

Mr. Miller retired from the United States Army as a Four-Star General following nearly four decades of uniformed service. A former Delta Force commander, Miller served as the final commander of NATO’s Resolute Support Mission and as commander of the United States Forces in Afghanistan from September 2018 through July 2021. Previously, he served as commander of the Joint Special Operations Command. He is the recipient of the Defense Distinguished Service Medal (with oak leaf cluster), the Army Distinguished Service Medal, the Silver Star, the Defense Superior Service Medal, the Legion of Merit, the Bronze Star for Valor, and the Purple Heart (with oak leaf cluster). Following his retirement from the Army, he joined the board of advisors of Striveworks, a data analytics software company headquartered in Austin, Texas.

Mr. Miller received a Bachelor of Science from the United States Military Academy at West Point. He also graduated from the U.S. Army Command and General Staff College, the U.S. Marine Corps War College and Joint Combined Warfighting School.

“On behalf the Board of Directors and the entire Workhorse team, I’d like to welcome Scott Miller to our board,” said Company CEO Rick Dauch. “I have known Scott for more than forty years, and his tremendous record of unparalleled government and leadership experience, coupled with his strategic mindset, position him extremely well to serve as a valued member of our board.”

Scott Miller added: “I am extremely pleased to be joining the board of Workhorse at this pivotal time, as the company continues to make the appropriate investments and strategic steps in pursuit of its vision to be a true pioneer in the transition to zero emission commercial vehicles, both on the ground and via drones. Having met a number of the leaders and team members in the last several months I know the necessary skill sets are being assembled to achieve the vision.”

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