

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *  <u>DAUCH RICHARD F</u>  (Last) (First) (Middle)  <u>C/O WORKHORSE GROUP INC.</u> <u>3600 PARK 42 DRIVE, SUITE 160E</u>  (Street) <u>SHARONVILLE OH 45241</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Workhorse Group Inc. [ WKHS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/17/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	04/17/2025		M		1,000 <sup>(1)</sup>	A	\$0	11,364 <sup>(2)</sup>	D	
Common Stock, \$0.001 par value per share	04/17/2025		S		1,000 <sup>(1)</sup>	D	\$1.31	10,364 <sup>(2)</sup>	D	
Common Stock, \$0.001 par value per share	04/17/2025		M		1,980 <sup>(3)</sup>	A	\$0	12,344 <sup>(2)</sup>	D	
Common Stock, \$0.001 par value per share	04/17/2025		S		1,980 <sup>(3)</sup>	D	\$1.31	10,364 <sup>(2)</sup>	D	

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 Securities Underlying Derivative Security (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: 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				
Performance Share Units	(1)	04/17/2025		M		1,000 <sup>(2)</sup>	12/31/2024	12/31/2024	Common Stock, \$0.001 par value per share	1,000	\$0	0	D	
Performance Share Units	(3)	04/17/2025		M		1,980 <sup>(2)</sup>	12/31/2024	02/23/2025	Common Stock, \$0.001 par value per share	1,980	\$0	0	D	

Explanation of Responses:

1. Represents Performance Share Units ("PSUs") granted by Workhorse Group Inc. (the "Company") to the reporting person on November 5, 2021. On April 17, 2025, the PSUs vested upon the achievement of certain performance incentives and settled in cash based on the fair market value of the Company's common stock.
2. On June 17, 2024, the Company effected a 1-for-20 reverse split of the Company's common stock. On March 17, 2025, the Company effected a 1-for-12.5 reverse split of the Company's common stock. The reverse stock splits resulted in a reduction in the number of shares held by the reporting person and proportional adjustments to the Company's outstanding equity awards. Accordingly, all amounts of securities reported in this Form 4 have been adjusted to reflect the cumulative 1-for-250 reverse split.
3. Represents PSUs granted by the Company to the reporting person on February 23, 2022. On April 17, 2025, the PSUs vested upon the achievement of certain performance incentives and settled in cash based on the fair market value of the Company's common stock.

Remarks:

Arthur McMahon, attorney-in-fact 04/21/2025  
for Richard F. Dauch

\*\* Signature of Reporting Person Date

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

\* 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).

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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