

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * Samuels H. Benjamin | | | 2. Issuer Name and Ticker or Trading Symbol Workhorse Group Inc. [WKHS] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) (First) (Middle) C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2020 | | | | | |
| (Street) LOVELAND, OH 45140 | | | 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) | | | | | | | | |

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 | 11/20/2020 | | S | | 33,333 | D | \$ 25.0037 | 560,368 | D | |
| Common Stock, \$0.001 par value per share | 11/20/2020 | | S | | 33,333 | D | \$ 25.0257 | 612,086 | I | See Footnote (1) |
| Common Stock, \$0.001 par value per share | 11/20/2020 | | S | | 33,333 | D | \$ 25.002 | 387,631 | I | See Footnote (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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 | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Samuels H. Benjamin C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE LOVELAND, OH 45140 | X | | | |

Signatures

| | |
|--|---------------------|
| /s/ H. Benjamin Samuels | 11/23/2020 |
| <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).
On November 9, 2015, Samuels 2012 Children's Trust UAD 10/28/12 (the "Trust") acquired a Stock Purchase Warrant to acquire 428,571 shares of common stock (the "Initial Warrant"). On December 4, 2015, the Trust acquired a Stock Purchase Warrant to acquire 142,857 shares of common stock. On January 5, 2016, convertible notes (1) held by the Trust were automatically converted into 571,429 shares of common stock. Further, on September 14, 2016, the Trust exercised the Initial Warrant and received 143,500 shares of common stock for a purchase price of \$757,680 or \$5.28 per share and on November 18, 2016 the Trust exercised the Initial Warrant and received 47,604 shares of common stock for a purchase price of \$251,349 or \$5.28 per share.
- (2) On February 11, 2019, the Marci Rosenberg 2012 Family Trust acquired 420,967 shares of common stock. Marci Rosenberg is the trustee of such trust. Mr. Rosenberg is the wife of H. Benjamin Samuels, a director of the Company.

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.