
**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Workhorse Group Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

3711
(Primary Standard Industrial
Classification Code Number)

26-130477
(I.R.S. Employer
Identification No.)

Workhorse Group Inc.
100 Commerce Drive
Loveland, Ohio 45140
513-360-4704
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Duane A. Hughes, CEO
Workhorse Group Inc.
100 Commerce Drive
Loveland, Ohio 45140
513-360-4704
(Address, including zip code, and telephone number, including area code, of agent for service)

With copies to:
Stephen M. Fleming, Esq.
Fleming PLLC
30 Wall Street, 8th Floor
New York, New York 10005

Approximate date of commencement of proposed sale to the public:

From time to time after this Registration Statement becomes effective as determined by market conditions.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company). Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
Common Stock, par value \$.001 per share	\$24,594,765.60	\$2,683.29

(1) Calculated in accordance with Rule 457(d) and (o) under the Securities Act of 1933, as amended (the "Securities Act"). The Registrant previously registered 6,820,512 shares of its common stock at an estimated maximum offering price of \$122,973,828.74 on behalf of certain selling securityholders on a Registration Statement on Form S-3 (File No. 333-249707), which was declared effective on November 12, 2020. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of common stock on behalf of certain such selling security holders having a proposed maximum aggregate offering price of \$24,594,765.60 is hereby registered.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the shelf registration statement on Form S-3 (File Number 333-249707) (the “Prior Registration Statement”) declared effective on November 12, 2020 by the Commission, and is being filed for the purpose of registering shares of the Registrant’s common stock issuable in lieu of cash interest to the holders’ of the Registrant’s 4.00% senior secured convertible notes due 2024 in an aggregate principal amount of \$200,000,000 (the “Notes”), issued pursuant to a certain Indenture dated as of October 14, 2020. The Notes and the Indenture are filed as exhibits to the Registrant’s Current Report filed with the Commission on Form 8-K on October 16, 2020 and are further described in the Registrant’s Current Reports on Form 8-K filed with the Commission on October 13, 2020 and October 16, 2020. The selling securityholders may offer such shares in one or more offerings, in amounts, at prices and on terms that such selling securityholders will determine at the time of the offering and which will be set forth in a prospectus supplement, which may also add, update or change information contained in this prospectus. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Prior Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Loveland, State of Ohio, on March 1, 2021.

Workhorse Group Inc.

By: /s/ Duane A. Hughes
Duane A. Hughes
Chief Executive Officer, President and Director
(Principal Executive Officer)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Duane A. Hughes</u> Duane A. Hughes	<i>Chief Executive Officer, President and Director</i> (Principal Executive Officer)	March 1, 2021
<u>/s/ Steve Schrader</u> Steve Schrader	<i>Chief Financial Officer</i> (Principal Financial Officer)	March 1, 2021
<u>/s/ Gregory T. Ackerson</u> Gregory T. Ackerson	<i>Corporate Controller</i> (Principal Accounting Officer)	March 1, 2021
<u>/s/ Gerald B. Budde</u> Gerald B. Budde	<i>Director</i>	March 1, 2021
<u>/s/ H. Benjamin Samuels</u> H. Benjamin Samuels	<i>Director</i>	March 1, 2021
<u>/s/ Harry DeMott</u> Harry DeMott	<i>Director</i>	March 1, 2021
<u>/s/ Michael L. Clark</u> Michael L. Clark	<i>Director</i>	March 1, 2021
<u>/s/ Pamela Mader</u> Pamela Mader	<i>Director</i>	March 1, 2021
<u>/s/ Jacqueline Dedo</u> Jacqueline Dedo	<i>Director</i>	March 1, 2021
<u>/s/ Raymond Chess</u> Raymond Chess	<i>Chairman of the Board of Directors</i>	March 1, 2021

EXHIBIT INDEX

Exhibit Number	Description
1.1	Form of Underwriting Agreement (a)
4.1	Specimen of Stock Certificate (a)
5.1	Opinion of Parsons Behle & Latimer
23.1	Consent of Grant Thornton LLP
23.2	Consent of Parsons Behle & Latimer (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Workhorse Group Inc.'s Registration Statement on Form S-3 (Reg. No. 333-249707))

* Previously filed.

(a) To be filed by amendment or as exhibit(s) to a Current Report on Form 8-K and incorporated herein by reference, as applicable.

The logo for Parsons Behle & Latimer, featuring the company name in white capital letters on a dark blue square background.

A Professional
Law Corporation

50 West Liberty Street, Suite 750
Reno, Nevada 89501
Main 775.323.1601
Fax 775.348.7250

March 1, 2021

The Board of Directors
Workhorse Group, Inc.
100 Commerce Dr.
Loveland, OH 45140

Re: Workhorse Group, Inc. – Rule 462(b) Registration Statement

Ladies and Gentlemen:

We refer to that Registration Statement dated March 1, 2021 filed pursuant to Rule 462(b) under the Securities Act of 1933 (the “462(b) Registration Statement”) supplementing the Registration Statement on Form S-3 (Registration No. 333-249707) (the “Initial Registration Statement”) and together with the 462(b) Registration Statement, the “Registration Statement”) filed on October 28, 2020 by Workhorse Group Inc., a Nevada corporation (the “Company”) and declared effective November 12, 2020, with the Securities and Exchange Commission with respect to the registration of up to an additional \$24,594,765.60 worth of shares of the Company’s common stock, par value \$0.001 per share (the “Shares”).

As counsel to the Company, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the Nevada Revised Statutes, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Nevada, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

We have made such examination as we have deemed necessary for the purpose of this opinion. Based upon such examination, it is our opinion, that Shares have been duly authorized for issuance and, when issued, delivered and paid for in accordance with and in the manner described in the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.

No opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement. In connection with this opinion we have examined and relied on the representations and warranties as to factual matters in the Registration Statement. Our knowledge of the Company and its legal and other affairs is limited by the scope of our engagement, which scope includes the delivery of this opinion letter. We do not represent the Company with respect to all legal matters or issues. The Company may employ other

independent counsel and, to our knowledge, handles certain matters and issues without the assistance of independent counsel.

This opinion is given as of the date hereof. We assume no obligation to advise you of changes that may hereafter be brought to our attention.

We consent to the inclusion of this opinion as an exhibit to the Registration Statement and further consent to all references to us under the caption "Legal Matters" in the related prospectus. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

PARSONS BEHLE & LATIMER

/s/ Parsons Behle & Latimer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 1, 2021 with respect to the consolidated financial statements and internal control over financial reporting of Workhorse Group Inc. incorporated by reference from the Annual Report on Form 10-K for the year ended December 31, 2020 in the Registration Statement on Form S-3, as amended (File No. 333-249707), which are incorporated by reference in this Registration Statement on Form S-3MEF. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement, and to the use of our name as it appears under the caption "Experts" in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP

Cincinnati, Ohio
March 1, 2021