SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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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).

☐ 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 *

Motive GM Holdings II LLC

(Last) (First) (Middle)

4643 SOUTH ULSTER STREET

SUITE 1400

(Street)

DENVER CO 80237

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Workhorse Group Inc. [WKHS]

3. Date of Earliest Transaction (Month/Day/Year)

08/25/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

	Director	X	10% Owner
	Officer (give title below)		Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

	Form filed by One Reporting Person
X	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			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	$10	08/25/2026		J[(1)]		1,500,000		08/25/2026	08/25/2031	Common Stock, $0.001 par value per share	1,500,000	$0[(1)]	1,500,000	D[(2)]	

1. Name and Address of Reporting Person *

Motive GM Holdings II LLC

(Last) (First) (Middle)

4643 SOUTH ULSTER STREET

SUITE 1400

(Street)

DENVER CO 80237

(City) (State) (Zip)

1. Name and Address of Reporting Person * GMIT Lending Company, LLC (Last) (First) (Middle) 4643 SOUTH ULSTER STREET SUITE 1400 (Street) DENVER CO 80237 (City) (State) (Zip)
1. Name and Address of Reporting Person * MAGNESS GARY D (Last) (First) (Middle) 4643 SOUTH ULSTER STREET SUITE 1400 (Street) DENVER CO 80237 (City) (State) (Zip)

Explanation of Responses:

1. The warrants were issued as consideration for Motive GM Holdings II LLC ("MGMH") entering into amendments to certain credit agreements between the Issuer and MGMH.

2. Mr. Magness serves as the manager of MGMH and, in such capacity, exercises voting and dispositive power over the securities held directly by MGMH; Mr. Magness also holds a direct membership in MGMH, and, by virtue of the foregoing, may be deemed to beneficially own the securities reported herein. GMIT Lending Company, LLC, for which Mr. Magness also serves as manager, is the majority member of MGMH and may be deemed to beneficially own the securities reported herein by virtue of its membership interest. Each Reporting Person disclaims beneficial ownership of the securities reported except to the extent of its or his pecuniary interest therein. The inclusion of the securities reported herein shall not be deemed an admission of beneficial ownership by any Reporting Person for Section 16 or any other purpose.

Remarks:

/s/ Gary Magness, Motive GM Holdings II LLC	08/25/2026
/s/ Gary Magness	08/25/2026
/s/ Gary Magness, GMIT Lending Company, LLC	08/25/2026
** 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.

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 Number.