

FORM 4

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

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).

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 * LUKENS JOSEPH THEODORE JR			2. Issuer Name and Ticker or Trading Symbol Workhorse Group Inc. [WKHS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" 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) 02/01/2017					
(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	02/01/2017		C		668,333	A	\$ 3	3,491,888	D (1) (2)	
Common Stock, \$0.001 par value per share								570,000	I (5)	Our Lady of America Ministries Inc.
Common Stock, \$0.001 par value per share								154,871	I	The Joe & Kim Lukens Foundation
Common Stock, \$0.001 par value per share								2,697,147	I	US Trust Company of Delaware Administrative Trustee of the Joe & Kim Lukens Dynasty Trust
Common Stock, \$0.001 par value per share								25,000	I	See footnote (3)
Common Stock, \$0.001 par value per share								25,000	I	See footnote (4)

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

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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					
6% Convertible Debenture (1)	\$ 3	02/01/2017		C		668,333		01/10/2017	01/10/2019	Common Stock, Par Value \$0.001	\$ 3	668,333	D	
Common Stock Purchase Warrant	\$ 5.28							11/25/2015	11/25/2020	Common Stock, Par Value \$0.001		571,429	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUKENS JOSEPH THEODORE JR				

C/O WORKHORSE GROUP INC. 100 COMMERCE DRIVE LOVELAND, OH 45140		X		
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Signatures

/s/ Joseph T. Lukens	02/13/2017
<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 January 10, 2017, Workhorse Group Inc. (the "Company"), entered into a Securities Purchase Agreement with Joseph T. Lukens ("Lukens") providing for the sale by the Company to Lukens of a 6% Convertible Debenture in the aggregate amount of \$2,000,000 (the "Lukens Debenture") in consideration of \$2,000,000. The financing closed on January 10, 2017. The Lukens Debenture matured two years from the date of issuance and carried interest of 6% per annum payable upon maturity. At the option of Lukens, all or a portion of the Lukens Debenture may have been converted into shares of common stock of the Company at \$6.42 per share. Upon the closing of any future equity, convertible equity or convertible debt financing of the Company of at least \$5,000,000, all unpaid principal and accrued but unpaid interest hereunder shall automatically convert into the same securities offered in such financing. (cont'd in Footnote 2)
- (cont'd from Footnote 1) On January 27, 2017, the Company and Lukens entered into a Conversion Agreement further clarifying that the Lukens Debenture will be converted at the offering price of the Company's underwritten public offering. On February 2, 2017, the Company closed the underwritten public offering and the Lukens Debenture was converted into 668,333 shares of common stock at \$3.00 per share, which was the offering price.
- (3) Joseph T Lukens, Jr. and Gerald Budde, Co-Trustee of the Joseph T. Lukens, Jr. Irrevocable Trust for Nathan J. Lukens U/T/A Dated 2/23/2016
 - (4) Joseph T Lukens, Jr. and Gerald Budde, Co-Trustee of the Joseph T. Lukens, Jr. Irrevocable Trust for Roman E. Lukens U/T/A Dated 2/23/2016.
 - (5) Mr. Lukens resigned as the CEO and member of the Board of Directors of Our Lady of America Ministries Inc. on February 10, 2017.

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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