

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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 * Hughes Duane | | | 2. Issuer Name and Ticker or Trading Symbol Workhorse Group Inc. [WKHS] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ COO and President | | |
| (Last) C/O WORKHORSE GROUP INC., 100 | (First) COMMERCE DRIVE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/19/2017 | | | | | |
| (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 | | | |

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 | | | | | | Title |
| Stock Options (1) | \$ 5.28 | 05/19/2017 | | A | | 25,000 (1) | | 06/30/2017 | 05/19/2027 | Common Stock, Par Value \$0.001 | 25,000 (1) | \$ 5.28 | 12,500 (3) | D | |
| Stock Options (2) | \$ 1.75 | | | | | | | 08/03/2015 | 08/03/2020 | Common Stock, Par Value \$0.001 | 20,000 (2) | | 20,000 (2) | D | |
| Stock Options (3) | \$ 4.99 | | | | | | | 02/03/2016 | 02/03/2021 | Common Stock, Par Value \$0.001 | 20,000 (3) | | 20,000 (1) | D | |
| Stock Options (4) | \$ 7.21 | | | | | | | 08/16/2016 | 08/16/2021 | Common Stock, Par Value \$0.001 | 22,000 (4) | | 22,000 (4) | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hughes Duane C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE LOVELAND, OH 45140 | | | COO and President | |

Signatures

/s/ Duane Hughes

05/23/2017

Signature of Reporting
Person

Date

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).

Subject to the Company adopting an equity incentive plan and increasing its authorized shares of common stock, Workhorse Group Inc. granted stock options exercisable at \$5.28 per (1) share to Mr. Hughes to acquire 400,000 shares of common stock of the Company which are exercisable for a period of ten years. The Stock Options vest in 16 equal quarterly tranches of 25,000 shares commencing June 30, 2017.

(2) 5,000 of the options vested on August 3, 2015 and 5,000 shall vest every six (6) months thereafter.

(3) 5,000 of the options vested on February 2, 2016 and 5,000 shall vest every six (6) months thereafter.

(4) 5,500 of the options vested on August 16, 2016 and an additional 5,500 will vest every six months thereafter.

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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