

# 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 * <b>Samuels H. Benjamin</b>		2. Issuer Name and Ticker or Trading Symbol <b>Workhorse Group Inc. [WKHS]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Last) (First) (Middle) <b>C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2022</b>			
(Street) <b>LOVELAND, OH 45140</b>		4. If Amendment, Date Original Filed(Month/Day/Year) <b>02/25/2022</b>		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	02/23/2022		A		33,003 (1)	A	\$ 3.03	430,672	D	
Common Stock, \$0.001 par value per share								445,421	I	See Footnote (2)
Common Stock, \$0.001 par value per share								220,966	I	See Footnote (3)

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

SEC 1474 (9-02)  
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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					

## 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/ Arthur McMahon, attorney-in-fact for H. Benjamin Samuels		03/29/2022
**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).
- Represents shares of common stock granted by Workhorse Group Inc. (the "Company") under a Restricted Stock Award Agreement vesting on August 23, 2022. The original Form 4 reported an incorrect vesting date. The stock price reflected in Table 1 Column 4 was determined based on fair market value as the closing trading price of the Company's common stock on February 22, 2022.
- 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 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.
- (3) 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.

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