

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
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## 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

|  |  |   |  |   |  |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person<br><b>Chess Raymond Joseph</b>                   |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Workhorse Group Inc. [WKHS]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)<br><b>C/O WORKHORSE GROUP INC., 100</b><br><b>COMMERCE DRIVE</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/17/2019</b>             |  |   |  |
| (Street)<br><b>LOVELAND, OH 45140</b>  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                              |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 12/17/2019                           |  | F                              |   | 5,147<br><u>(1)</u>   | D          | \$ 2.72 | 149,289   | D  |   |
| Common Stock                    | 12/17/2019                           |  | M                              |   | 10,000<br><u>(1)</u>  | A          | \$ 1.4  | 154,436   | D  |   |

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 |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Stock Options                              | \$ 1.40  | 12/17/2019                           |  | M                              |   | 10,000  | 12/19/2014   | 12/19/2019      | Common Stock  | 10,000.00                  | \$ 0                                       | 0  | D  |  |
| Stock Options                              | \$ 7.21  |                                      |  |                                |   |   | 08/16/2016   | 08/16/2021      | Common Stock  | 10,000.00                  |  | 10,000   | D  |  |
| Stock Options                              | \$ 4.99  |                                      |  |                                |   |   | 02/03/2016   | 02/01/2021      | Common Stock  | 10,000.00                  |  | 10,000   | D  |  |
| Stock Options                              | \$ 1.75  |                                      |  |                                |   |   | 08/13/2015   | 08/11/2020      | Common Stock  | 10,000.00                  |  | 10,000   | D  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Chess Raymond Joseph<br>C/O WORKHORSE GROUP INC.,<br>100 COMMERCE DRIVE<br>LOVELAND, OH 45140 | X             |           |         |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/Raymond Chess                             |  | 12/19/2019          |
| <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).

This Form is being filed to report the exercise of a stock option pursuant to which the Reporting Person received an aggregate of 10,000 shares by means of a cashless exercise. A cashless exercise is a method of exercising a stock option in which the option holder pays the exercise price to the Company using shares of common stock the Reporting Person would have received pursuant to the option exercise. As a result of this cashless exercise, the Reporting Person, on a net basis, acquired ownership of a net amount of 4,853 shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.