

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* Samuels H. Benjamin			2. Issuer Name and Ticker or Trading Symbol Workhorse Group Inc. [WKHS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2020					
C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE								
(Street)			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		
LOVELAND, OH 45140								
(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	05/21/2020 ⁽¹⁾		A		22,642	A	\$ 2.65	533,701	D	
Common Stock, \$0.001 par value per share								420,964	I	See Footnote ⁽²⁾
Common Stock, \$0.001 par value per share								765,094	I	See Footnote ⁽³⁾

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Purchase Warrant	\$ 5.28					11/09/2015	11/07/2020	Common Stock, \$0.001 par value per share	428,571.00 ⁽³⁾		428,571	I	See Footnote ⁽⁴⁾
Stock Options ⁽⁵⁾	\$ 7.21					08/16/2016	08/15/2021	Common Stock, \$0.001 par value per share	10,000.00 ⁽⁵⁾		10,000 ⁽⁵⁾	D	
Stock Options ⁽⁶⁾	\$ 7.01					12/17/2015 ⁽⁶⁾	12/17/2020	Common Stock, \$0.001 par value per share	50,000.00 ⁽⁶⁾		50,000 ⁽⁶⁾	D	
Common Stock Purchase Warrant	\$ 5.28					11/09/2015	11/07/2020	Common Stock, Par Value \$0.001	142,857.00 ⁽³⁾		142,857	I	See Footnote ⁽⁴⁾

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/ H. Benjamin Samuels		05/26/2020
<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).

- (1) Represents shares of common stock granted under a Restricted Stock Award Agreement vesting on the six month anniversary of the grant.
- (2) 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.
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) H. Benjamin Samuels is a trustee and beneficiary of the Trust
- (4) 2,500 of the options vested on August 16, 2016 and an additional 2,500 will vest every six months thereafter.
- (5) 10,000 of the options vested on December 17, 2015 and 4,000 shall vest every six (6) months thereafter on June 30 and December 31.

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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