

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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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) C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 08/18/2020					
(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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	08/20/2020		X		95,254	A	\$ 5.28	645,419	I	See Footnote (1)
Common Stock, \$0.001 par value per share	08/20/2020		X		285,071	A	\$ 5.28	550,165	I	See Footnote (1)
Common Stock, \$0.001 par value per share	08/18/2020		S		300,000	D	\$ 16.54	265,094	I	See Footnote (1)
Common Stock, \$0.001 par value per share	08/18/2020		S		100,000	D	\$ 16.62	565,094	I	See Footnote (1)
Common Stock, \$0.001 par value per share	08/18/2020		S		100,000	D	\$ 16.8	665,094	I	See Footnote (1)
Common Stock, \$0.001 par value per share								533,701	D	
Common Stock, \$0.001 par value per share								420,964	I	See Footnote (2)

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	Title	Amount or Number of Shares				
Common Stock Purchase Warrant	\$ 5.28	08/20/2020		X		95,254		11/09/2015	11/07/2020	Common Stock, \$0.001 par value per share	95,254.00	\$ 5.28	0	I	See Footnote (1)
Common Stock Purchase Warrant	\$ 5.28	08/20/2020		X		285,071		11/09/2015	11/07/2020	Common Stock, \$0.001 par value per share	285,071.00	\$ 5.28	0	I	See Footnote (1)

Stock Options	\$ 7.21						08/16/2016	08/15/2021	Common Stock, \$0.001 par value per share	10,000.00		10,000	D	
Stock Options	\$ 7.01						12/17/2015	12/17/2020	Common Stock, \$0.001 par value per share	50,000.00		50,000	D	

## 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		08/20/2020
<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) The securities are held by the Samuels 2012 Children's Trust UAD 10/28/12. H. Benjamin Samuels, a director of Workhorse Group Inc., is a trustee and beneficiary of Samuels 2012 Children's Trust UAD 10/28/12.
- (2) The shares of common stock are held by the Marci Rosenberg 2012 Family Trust. Marci Rosenberg is the trustee of such trust. Mrs. Rosenberg is the wife of H. Benjamin Samuels, a director of Workhorse Group Inc.

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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