

Workhorse Group Inc.
Form 4
August 31, 2016

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LUKENS JOSEPH THEODORE JR

(Last) (First) (Middle)

C/O WORKHORSE GROUP
INC., 100 COMMERCE DRIVE

(Street)

LOVELAND, OH 45140

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Workhorse Group Inc. [WKHS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
				(A) or (D) Price			
Common Stock, \$0.001 par value per share	08/30/2016		G	10,000 D	2,654,690	D	
Common Stock, \$0.001 par value per share	08/24/2016		X	600,000 A \$ 1.5	2,664,690	D	
Common Stock,	08/24/2016		X	67,000 A \$ 1.5	2,064,690	D	

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\$0.001 par value per share								
Common Stock, \$0.001 par value per share	06/30/2016	X	667,000	A	\$ 1.5	1,997,690	D	
Common Stock, \$0.001 par value per share	03/02/2016	G	570,000	D	<u>(6)</u>	1,330,690	D	
Common Stock, \$0.001 par value per share	03/02/2016	G	570,000	A	<u>(6)</u>	570,000	I <u>(6)</u>	Our Lady of America Ministries Inc. <u>(6)</u>
Common Stock, \$0.001 par value per share						154,871	I	The Joe & Kim Lukens Foundation
Common Stock, \$0.001 par value per share						2,697,147	I	US Trust Company of Delaware Administrative Trustee of the Joe & Kim Lukens Dynasty Trust
Common Stock, \$0.001 par value per share						25,000	I <u>(1)</u>	See footnote <u>(2)</u>
Common Stock, \$0.001 par value per share						25,000	I <u>(1)</u>	See footnote <u>(3)</u>
Common Stock, \$0.001 par value per share						25,000	I <u>(1)</u>	See footnote <u>(4)</u>

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Common Stock, \$0.001 par value per share 25,000 I ⁽¹⁾ See footnote ⁽⁵⁾

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. Deemed to be Sec (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Purchase Warrant	\$ 5.28					11/25/2015	11/25/2020	Common Stock, Par Value \$0.001	571,429
Common Stock Purchase Warrant	\$ 1.5					05/23/2014	05/22/2017	Common Stock, Par Value \$0.001	166,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUKENS JOSEPH THEODORE JR C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE LOVELAND, OH 45140		X		

Signatures

/s/ Joseph T.
Lukens

08/31/2016

__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).
- (1) Mr. Lukens assigned an aggregate of 100,000 shares to various family trusts on March 9, 2016.
- (2) Joseph T Lukens, Jr. and Gerald Budde, Co-Trustee of the Joseph T. Lukens, Jr. Irrevocable Trust for Heidi H. Lukens U/T/A Dated 2/23/2016
- (3) Joseph T Lukens, Jr. and Gerald Budde, Co-Trustee of the Joseph T. Lukens, Jr. Irrevocable Trust for Chelsey L. Lukens U/T/A Dated 2/23/2016
- (4) Joseph T Lukens, Jr. and Gerald Budde, Co-Trustee of the Joseph T. Lukens, Jr. Irrevocable Trust for Nathan J. Lukens U/T/A Dated 2/23/2016
- (5) Joseph T Lukens, Jr. and Gerald Budde, Co-Trustee of the Joseph T. Lukens, Jr. Irrevocable Trust for Roman E. Lukens U/T/A Dated 2/23/2016
- (6) Mr. Lukens assigned 570,000 shares to Our Lady of America Ministries Inc., a Ohio 501(c)(3) charity controlled by Mr. Lukens.
- (7) Mr. Lukens assigned an aggregate of 10,000 shares of common stock to two individuals.

Remarks:

All prices and amounts are revised to reflect the 10:1 reverse split effective December 11, 2015.

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.