

Workhorse Group Inc.
Form SC 13D/A
February 17, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

Amendment No. 6

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

WORKHORSE GROUP INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE

(Title of Class of Securities)

98138J206

(CUSIP Number)

C/O Workhorse Group Inc.

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100 Commerce Drive, Loveland, Ohio 45140

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

February 1, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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98138J206 **13D** Page 2 of 5 Pages

NAME OF REPORTING
PERSONS

S.S. OR I.R.S.
IDENTIFICATION NOS.
OF ABOVE PERSONS

1

Joseph T. Lukens

CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*
OO

4

CHECK BOX IF
DISCLOSURE OF
LEGAL PROCEEDINGS
IS REQUIRED
PURSUANT TO ITEM
2(d) or 2(e)

5

CITIZENSHIP OR
PLACE OF
ORGANIZATION

6

United States

NUMBER OF SHARES 7
SOLE VOTING POWER
6,965,335 (1)

BENEFICIALLY
OWNED BY
PERSON WITH
8
SHARED VOTING POWER
0

SOLE DISPOSITIVE POWER
9
6,965,335 (1)

10 SHARED DISPOSITIVE POWER 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

6,965,335 (1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20% (2)

TYPE OF REPORTING PERSON*

14

IN

(1) As of the date of the event which requires filing of this Schedule 13D, the Reporting Person beneficially owns 6,965,335 shares of common stock, which includes (i) 3,491,888 shares of common stock held directly by the Reporting Person; (ii) 154,871 shares of common stock held by The Joe & Kim Lukens Foundation; (iii) 2,697,147 shares of common stock held by the US Trust Company of Delaware Administrative Trustee of the Joe & Kim Lukens Dynasty Trust; (iv) 25,000 shares of common stock held by the 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; (v) 25,000 shares of common stock held by the 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; and (vi) a common stock purchase warrant to acquire 571,429 shares of common stock at \$5.28 per share. On February 10, 2017, the Reporting Person resigned from all positions with Our Lady of America Ministries Inc., an Ohio 501(c)(3) charity which holds 570,000 shares of common stock of the Company.

(2) Percentage of class calculated based on an aggregate of 34,244,864 shares issued and outstanding as of February 1, 2017.

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Item 1. Security and Issuer.

This Schedule 13D relates to the Common Stock, par value \$0.001 per share (the “Common Stock”), of Workhorse Group Inc., a Nevada Corporation (the “Issuer”). The Issuer’s principal executive offices are located at 100 Commerce Drive, Loveland, Ohio 45140.

Item 2. Identity and Background.

This statement is being filed by and on behalf of Joseph T. Lukens (“Reporting Person”).

The address of the principal office of the Reporting Person is c/o Workhorse Group Inc., 100 Commerce Drive, Loveland, OH 45140.

Reporting Person is principally involved in the business of consulting.

Reporting Person is a citizen of the United States.

Reporting Person is an accredited investor.

During the last five years, Reporting Person has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

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On February 1, 2017, the Reporting Person converted its 6% Convertible Debenture in the principal amount of \$2,000,000 into 668,333 shares of common stock. .

The issuances of the Securities were made in reliance upon exemptions from registration pursuant to section 4(2) under the Securities Act of 1933 and/or Rule 506 promulgated under Regulation D thereunder. The Reporting Person is an accredited investor as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933.

The Reporting Person acquired beneficial ownership of the Securities with his own personal funds.

The Reporting Person did not acquire beneficial ownership of any Securities with borrowed funds.

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Item 4. Purpose of Transaction.

The Reporting Person has acquired the Securities of the Issuer for investment purposes, and such purchases have been made in the Reporting Person's ordinary course of business.

Item 5. Interest in Securities of the Issuer.

As of February 1, 2017, Reporting Person beneficially owned 6,965,335 or 20% of Issuer's common stock.

Except as described in this Schedule 13D, Reporting Person has not effectuated any other transactions involving the securities in the last 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Other than as described in this Schedule 13D, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons and any other person with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Exhibit No. Description of Exhibit

4.1 Conversion Agreement between Joseph T. Lukens and the Company dated January 27, 2017 (1)

(1) Incorporated by reference to the Form 8-K Current Report filed with the Securities Exchange Commission on January 27, 2017.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and accurate.

February 17, 2017 By: /s/ Joseph T. Lukens
Joseph T. Lukens