

Samuels H. Benjamin
 Form 4
 February 13, 2019

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 *
 Samuels H. Benjamin

(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)
 02/11/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
			Code	V	Amount or Price		
Common Stock, \$0.001 par value per share	02/11/2019		P		420,967	A	\$ 0.9502 439,349 D
Common Stock, \$0.001 par value per share	02/11/2019		P		420,967	A	\$ 0.9502 420,967 I See Footnote (5)
Common Stock,							762,532 I See Footnote

\$0.001 par
value per
share

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Purchase Warrant	\$ 5.28					11/09/2015	11/09/2020	Common Stock, Par Value	237,467 ⁽²⁾
Stock Options ⁽⁴⁾	\$ 7.21					08/16/2016	08/16/2021	Common Stock, Par Value \$0.001	10,000 ⁽⁴⁾
Stock Options ⁽¹⁾	\$ 7.01					12/17/2015 ⁽¹⁾	12/17/2020	Common Stock, Par Value \$0.001	50,000 ⁽¹⁾
Common Stock Purchase Warrant	\$ 5.28					12/04/2015	12/04/2020	Common Stock, Par Value \$0.001	142,857 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Samuels H. Benjamin
C/O WORKHORSE GROUP INC., X
100 COMMERCE DRIVE
LOVELAND, OH 45140

Signatures

/s/ H. Benjamin
Samuels 02/13/2019

__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) 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.
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.
- (2) 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) 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.

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.