

Workhorse Group Inc.
Form 4
December 23, 2015

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)
12/09/2015

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK, \$0.001 PAR VALUE PER SHARE | 12/09/2015 | | C | 25,000 A | \$ 4 1,229,260 | D | |
| COMMON STOCK, \$0.001 PAR VALUE PER SHARE | | | | | 154,870 | 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 |
|--|----------------|--|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | 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 Security (Instr. 3 and 4) | | | | |
|---|--|---|---|---------------------|--|---|--|------------------|-----------------|---------------------------------|-----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | An Nu Sha |
| COMMON STOCK PURCHASE WARRANT | \$ 5.28 | | | | | | | 11/25/2015 | 11/25/2020 | COMMON STOCK, PAR VALUE \$0.001 | 57 |
| 6% CONVERTIBLE PROMISSORY NOTE | \$ 3.5 | | | | | | | 11/25/2015 | 11/25/2017 | COMMON STOCK, PAR VALUE \$0.001 | 57 |
| COMMON STOCK PURCHASE WARRANT | \$ 1.5 | | | | | | | 05/23/2014 | 05/22/2017 | COMMON STOCK, PAR VALUE \$0.001 | 90 |
| COMMON STOCK PURCHASE | \$ 1.5 | | | | | | | 03/18/2014 | 03/17/2017 | COMMON STOCK, PAR | 60 |

WARRANT

VALUE
\$0.001

COMMON
STOCK
PURCHASE
WARRANT

\$ 4

03/13/2013 03/12/2016

COMMON
STOCK,
PAR
VALUE
\$0.001

25

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

12/23/2015

**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).

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.