

Samuels H. Benjamin
 Form 4
 February 13, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2019

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

C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE

(Street)

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

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

LOVELAND, OH 45140

(City) (State) (Zip)

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.

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.

SEC 1474
(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

