

Workhorse Group Inc.  
Form 4  
February 24, 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 \*  
BAKSA STEPHEN D

(Last) (First) (Middle)

2 WOODS LANE

(Street)

CHATHAM, NJ 07928

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/04/2015

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  | (A) or (D)   | Price   |
| COMMON STOCK, \$0.001 PAR VALUE PER SHARE | 02/21/2016                           |  | X                              |   | 25,000  | A  | \$ 100,000  |
| COMMON STOCK, \$0.001 PAR VALUE PER SHARE | 01/07/2016                           |  | P                              |   | 981   | A  | \$ 6,641  |
|   |                                      |  |                                |   | 2,552,513   | D  |   |
|   |                                      |  |                                |   | 2,527,513   | D  |   |

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|   |            |   |         |   |            |           |   |     |
|---|------------|---|---------|---|------------|-----------|---|-----|
| COMMON STOCK, \$0.001 PAR VALUE PER SHARE | 12/04/2015 | P | 91,624  | A | \$ 320,684 | 2,526,532 | D |     |
| COMMON STOCK, \$0.001 PAR VALUE PER SHARE | 11/09/2015 | P | 142,857 | A | \$ 500,000 | 2,434,908 | D |     |
| COMMON STOCK, \$0.001 PAR VALUE PER SHARE |            |   |         |   |            | 31,000    | I | N/A |

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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| COMMON STOCK PURCHASE WARRANT              | \$ 5.28  | 12/04/2015                           |  | P                              | 91,624  | 12/04/2015 12/04/2020                                    | COMMON STOCK, PAR VALUE \$0.001                             |
| COMMON STOCK PURCHASE WARRANT              | \$ 5.28  | 11/09/2015                           |  | P                              | 142,857   | 11/09/2015 11/09/2020                                    | COMMON STOCK, PAR VALUE \$0.001                             |
|  | \$ 1.4   |                                      |  |                                |   | 12/08/2014 12/07/2017                                    |   |

|                               |        |            |            |                                 |
|-------------------------------|--------|------------|------------|---------------------------------|
| COMMON STOCK PURCHASE WARRANT |        |            |            | COMMON STOCK, PAR VALUE \$0.001 |
| COMMON STOCK PURCHASE WARRANT | \$ 1.5 | 03/27/2014 | 03/27/2017 | COMMON STOCK, PAR VALUE \$0.001 |
| COMMON STOCK PURCHASE WARRANT | \$ 4   | 03/13/2013 | 03/13/2016 | COMMON STOCK, PAR VALUE \$0.001 |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BAKSA STEPHEN D<br>2 WOODS LANE<br>CHATHAM, NJ 07928 |               | X         |         |       |

## Signatures

/s/ Stephen D.  
Baksa

02/24/2016

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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