

Workhorse Group Inc.  
Form 4  
December 23, 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 \*  
Rodriguez Julio C.

(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)  
02/03/2016

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)  
Chief Financial Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)               | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title                           | Amount or Number of Shares |
|--------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|---------------------------------|----------------------------|
| Stock Options <u>(2)</u> | \$ 7.21                      | 08/16/2016       | A          | 22,000 <u>(2)</u>                                    |      |   |     |     | 08/16/2016       | 08/16/2021      | Common Stock, Par Value \$0.001 | 22,000 <u>(2)</u>          |
| Stock Options <u>(1)</u> | \$ 4.99                      | 02/03/2016       | A          | 25,000 <u>(1)</u>                                    |      |   |     |     | 02/03/2016       | 02/03/2021      | Common Stock, Par Value \$0.001 | 25,000 <u>(1)</u>          |
| Stock Options            | \$ 1.75                      |                  |            |  |      |   |     |     | 08/13/2015       | 08/11/2020      | Common Stock                    | 25,000                     |
| Stock Options            | \$ 1.5                       |                  |            |  |      |   |     |     | 12/19/2014       | 12/18/2019      | Common Stock                    | 15,000                     |
| Stock Options            | \$ 0.1                       |                  |            |  |      |   |     |     | 07/01/2014       | 06/30/2019      | Common Stock                    | 73,433                     |
| Stock Options            | \$ 4                         |                  |            |  |      |   |     |     | 08/07/2013       | 08/07/2018      | Common Stock                    | 30,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Rodriguez Julio C.<br>C/O WORKHORSE GROUP INC.,<br>100 COMMERCE DRIVE<br>LOVELAND, OH 45140 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Julio C. Rodriguez  
12/23/2016

        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).
- (1) 6,250 of the options vested on February 3, 2016 and an additional 6,250 will vest every six months thereafter.
- (2) 5,500 of the options vested on August 16, 2016 and an additional 5,500 will vest every six months thereafter.

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