

MARATHON ASSET MANAGEMENT LP  
 Form 3  
 January 07, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*  
 MARATHON ASSET MANAGEMENT LP

(Last) (First) (Middle)

ONE BRYANT PARK, 38TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 12/31/2018

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Warrants (right to buy)	12/31/2018	12/31/2023	Common Stock	8,053,390	\$ 1.25	I	See footnotes <sup>(1)</sup> <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARATHON ASSET MANAGEMENT LP ONE BRYANT PARK 38TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â

## Signatures

/s/ Andrew Rabinowitz, Authorized Person of Marathon Asset Management GP, L.L.C.,  
general partner of Marathon Asset Management, L.P.

01/07/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The warrants issued by Workhorse Group Inc. are held by funds (the "Funds and Accounts"), which are advised by Marathon Asset Management, L.P. (the "Reporting Person"). The Reporting Person, in its capacity as the investment manager of the Funds and Accounts, has sole power to direct the disposition of the warrants held by the Funds and Accounts and, following exercise of such warrants, to vote and direct the disposition of the underlying shares of the issuer's common stock. Thus, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act"), the Reporting Person may be deemed to beneficially own the securities reported herein. The Reporting Person's interest in such securities is limited to the extent of its pecuniary interest in the Funds and Accounts, if any. The general partner of the Reporting Person is Marathon Asset Management GP, L.L.C. (the "General Partner"). Bruce Richards and Louis Hanover are the managing members of the General Partner.

(2) This report shall not be deemed an admission that the Reporting Person, the General Partner, Messrs. Richards or Hanover, the Funds and Accounts or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Exchange Act, or for any other purpose.

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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