

Workhorse Group Inc.
Form 3
December 22, 2016

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

OMB APPROVAL

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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 *

Â Hughes Duane
(Last) (First) (Middle)

C/O WORKHORSE GROUP
INC.,Â 100 COMMERCE
DRIVE

(Street)

LOVELAND,Â OHÂ 45140

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/01/2016

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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)

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | | | | Shares | | | or Indirect (I) (Instr. 5) |
|------------------------------|---------------------------|------------|--|--------|---------|---|----------------------------------|
| Stock Options ⁽¹⁾ | 08/03/2015 ⁽¹⁾ | 08/03/2020 | Common Stock, Par Value \$0.001 | 20,000 | \$ 1.75 | D | Â |
| Stock Options ⁽²⁾ | 02/03/2016 ⁽²⁾ | 02/03/2021 | Common Stock, Par Value \$0.001 | 20,000 | \$ 4.99 | D | Â |
| Stock Options ⁽³⁾ | 08/16/2016 ⁽³⁾ | 08/16/2021 | Common Stock, Par Value \$0.001 | 22,000 | \$ 7.21 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hughes Duane C/O WORKHORSE GROUP INC. 100 COMMERCE DRIVE LOVELAND, OH 45140 | Â | Â | Â President/COO | Â |

Signatures

/s/ Duane
Hughes

12/22/2016

**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) 5,000 of the options vested on August 3, 2015 and 5,000 shall vest every six (6) months thereafter.

(2) 5,000 of the options vested on February 2, 2016 and 5,000 shall vest every six (6) months thereafter.

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

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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