

Burns Stephen S.
Form 4
February 08, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burns Stephen S.

(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)

02/04/2019

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 ____X____ Other (specify
below) below)

Consult, formerly CEO and Dir.

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 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 (D) Price			
Common Stock, \$0.001 Par Value					50,000	I	Deborah Sue Burns
Common Stock, \$0.001 Par Value					804,102	D	

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**

SEC 1474
(9-02)

required to respond unless the form
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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 Number Shares
Stock Options (6)	\$ 0.97	02/04/2019		A		1,000,000		(6)	02/04/2024	Common Stock, Par Value \$0.001	1,000,000
Stock Options (5)	\$ 5.28							06/30/2017	05/19/2027	Common Stock, Par Value \$0.001	437,000
Stock Options (3)	\$ 7.21							08/16/2016	08/16/2021	Common Stock, Par Value \$0.001	35,000
Stock Options (2)	\$ 7.21							08/16/2016	08/16/2021	Common Stock, Par Value \$0.001	10,000
Stock Options (1)	\$ 4.99							02/03/2016	02/03/2021	Common Stock, Par Value \$0.001	40,000
Stock Options	\$ 1.75							08/03/2015	08/03/2020	Common Stock	50,000
Stock Options	\$ 1.4							12/19/2014	12/18/2019	Common Stock	50,000
Stock Options	\$ 0.1							07/01/2014	06/30/2019	Common Stock	281,000
Stock Options	\$ 6							05/25/2011	05/25/2018	Common Stock	50,000
Stock Options	\$ 1.1							12/04/2010	12/04/2018	Common Stock	30,000
	\$ 7.2							12/08/2010	12/08/2020		30,000

Stock
Options

Common
Stock

Stock
Options \$ 4
(4)

05/12/2010 05/12/2020

Common
Stock,
Par Value 60,
\$0.001

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns Stephen S. C/O WORKHORSE GROUP INC., 100 COMMERCE DRIVE LOVELAND, OH 45140				Consult, formerly CEO and Dir.

Signatures

/s/ Stephen S. Burns 02/08/2019

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) 10,000 of the options vested on February 3, 2016 and an additional 10,000 will vest every six months thereafter.
- (2) 2,500 of the options vested on August 16, 2016 and an additional 2,500 will vest every six months thereafter.
- (3) 8,750 of the options vested on August 16, 2016 and an additional 8,750 will vest every six months thereafter.
- (4) 20,000 of the options vested on May 12, 2010 and the remaining 40,000 shares became exercisable in eight (8) equal installments of 5,000 shares at the end of every quarter commencing June 30, 2010.

Workhorse Group Inc. granted stock options exercisable at \$5.28 per share to Mr. Burns to acquire 1,000,000 shares of common stock of the Company, which are exercisable for a period of ten years. The Stock Options vest in 16 equal quarterly tranches of 62,500 shares commencing June 30, 2017.

- (6) All of the options are immediately vested and exercisable.

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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