

Workhorse Group Inc.  
Form 10-Q  
November 16, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2015**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**+Commission file number: 000-53704**

**WORKHORSE GROUP INC.**

(Exact name of registrant as specified in its charter)

Edgar Filing: Workhorse Group Inc. - Form 10-Q

**Nevada**

**26-1394771**

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**100 Commerce Drive, Loveland, Ohio 45140**

(Address of principal executive offices) (Zip Code)

**513-360-4704**

Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer  
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Common Stock, \$0.001 par value per share 181,126,366**  
(Class) (Outstanding at November 16, 2015)



**TABLE OF CONTENTS**

**PART I FINANCIAL INFORMATION**

Item 1.	<u>Financial Statements</u>	4
	Consolidated Balance Sheets	4
	Consolidated Statements of Operations	5
	Consolidated Statements of Cash Flows	6
	Notes to Consolidated Financial Statements	7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	16
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	21
Item 4.	Controls and Procedures	21

**PART II OTHER INFORMATION**

Item 1.	Legal Proceedings	21
Item 1A.	Risk Factors	21
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	29
Item 3.	Defaults Upon Senior Securities	32
Item 4.	Mine Safety Disclosures	32
Item 5.	Other Information	32
	<u>Amendments to Articles of Inc. or Bylaws; Change in Fiscal Year, Financial S</u>	
Item 6.	Exhibits	32
	SIGNATURES	36



## Forward-Looking Statements

*The discussions in this Quarterly Report contain forward-looking statements reflecting our current expectations that involve risks and uncertainties. When used in this Report, the words “anticipate”, “expect”, “plan”, “believe”, “seek”, “estimate” and similar expressions are intended to identify forward-looking statements. These are statements that relate to future periods and include, but are not limited to, statements about the features, benefits and performance of our products, our ability to introduce new product offerings and increase revenue from existing products, expected expenses including those related to selling and marketing, product development and general and administrative, our beliefs regarding the health and growth of the market for our products, anticipated increase in our customer base, expansion of our products functionalities, expected revenue levels and sources of revenue, expected impact, if any, of legal proceedings, the adequacy of liquidity and capital resource, and expected growth in business. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, market acceptance for our products, our ability to attract and retain customers for existing and new products, our ability to control our expenses, our ability to recruit and retain employees, legislation and government regulation, shifts in technology, global and local business conditions, our ability to effectively maintain and update our product and service portfolio, the strength of competitive offerings, the prices being charged by those competitors and the risks discussed elsewhere herein. These forward-looking statements speak only as of the date hereof. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.*

All references in this Form 10-Q that refer to the “Company”, “Workhorse Group”, “AMP Holding”, “AMP”, “we,” “us” or “o are to Workhorse Group Inc. and unless otherwise differentiated, its wholly-owned subsidiaries, AMP Electric Vehicles, Inc. and AMP Trucks Inc.

**PART I – FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****Workhorse Group, Inc.**

## Consolidated Balance Sheets

September 30, 2015 and December, 31 2014

	Unaudited	
	September 30, 2015	December 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$ 140,877	\$ 442,257
Inventory	198,972	392,750
Prepaid expenses, deposits and deferred costs	1,086,987	74,623
	1,426,836	909,630
Property, plant and equipment, net	3,793,114	4,042,359
	\$ 5,219,950	\$ 4,951,989
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	\$ 1,781,632	\$ 1,603,555
Accounts payable, related parties	318,980	384,776
Notes payable	780,000	1,243,000
Shareholder advances	1,112,200	–
Current portion of long-term debt	2,762,500	35,904
	\$ 6,755,312	\$ 3,267,235
Long-term debt	10,000	2,494,141
Stockholders' equity (deficit):		

Edgar Filing: Workhorse Group Inc. - Form 10-Q

Series A preferred stock, par value of \$.001 per share 75,000,000 shares shares authorized, 0 shares issued and outstanding at December 31, 2013 and December 31, 2012	-	-
Common stock, par value of \$.001 per share 500,000,000 shares authorized, 175,998,198 shares issued and outstanding at September 30, 2015 and 149,944,982 shares issued and outstanding at December 31, 2014	175,990	149,937
Additional paid-in capital	31,836,256	27,128,582
Stock based compensation	6,207,284	6,002,586
Accumulated deficit during the development stage	(39,764,892)	(34,090,492)
	(1,545,362 )	(809,387 )
	\$5,219,950	\$4,951,989

See accompanying notes to financial statements.



**Workhorse Group, Inc.**

## Consolidated Statements of Operations

For the Three and Nine Months Ended September 30, 2015 and 2014

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Sales	\$72,000	\$—	\$139,980	\$177,459
Operating Expenses				
Selling, general and administrative	1,789,435	797,195	2,758,245	2,521,695
Research and development	1,745,981	895,669	2,618,215	2,364,686
Total operating expenses	3,535,416	1,692,864	5,376,461	4,886,381
Interest expense, net	329,692	95,001	437,919	251,978
Net loss during the development stage	\$(3,793,108 )	\$(1,787,865 )	\$(5,674,400 )	\$(4,960,900 )
Basic and diluted loss per share	\$(0.02 )	\$(0.01 )	\$(0.04 )	\$(0.03 )
Weighted average number of common shares outstanding	158,172,668	146,897,008	158,172,668	146,897,008

See accompanying notes to financial statements.

**Workhorse Group, Inc.**

## Consolidated Statements of Cash Flows

For the Nine Months Ended September 30, 2015 and 2014

(Unaudited)

	Nine Months Ended September 30,	
	2015	2014
<b>Cash flows from operating activities:</b>		
Net loss during the development stage	\$(5,674,400)	\$(4,960,900)
Adjustments to reconcile net loss from operations to cash used by operations:		
Depreciation	281,774	294,576
Stock based compensation	279,335	1,285,118
Interest expense on convertible debentures	–	13,269
Rent and legal, consulting and investment services	168,873	794,547
Interest expense paid in kind	247,500	225,000
Inventory reserve	193,778	–
Effects of changes in operating assets and liabilities:		
Prepaid expenses and deposits	(12,364 )	(26,998 )
Accounts payable	406,262	(190,451 )
Accounts payable, related parties	(65,797 )	(114,523 )
Customer deposits	–	(177,500 )
 Net cash used by operations	 (4,175,038)	 (2,857,862)
<b>Cash flows from investing activities:</b>		
Capital expenditures	(32,529 )	–
 Net cash used by investing activities	 (32,529 )	 –
<b>Cash flows from financing activities:</b>		
Proceeds from notes payable	1,172,000	–
Payments on long-term debt	(5,045 )	(323,323 )
Shareholder advances, net of repayments	1,712,200	(1,934,300)
Issuance of common and preferred stock	1,027,032	5,942,300
 Net cash provided by financing activities	 3,906,187	 3,684,677
 Change in cash and cash equivalents	 (301,380 )	 826,815

Edgar Filing: Workhorse Group Inc. - Form 10-Q

Cash at the beginning of the period	442,257	7,019
Cash at the end of the period	140,877	833,834

During 2015, \$116,500 in accounts payable were satisfied through the issuance of common stock.

During 2015, \$1,635,000 in Notes Payable and \$34,249 in accrued interests were satisfied through the issuance of common stock.

During 2015 \$600,000 in shareholder advances were converted to common stock.

During 2015, \$77,436 in wages payable were converted to options to purchase common stock.

During 2015, issued \$1,000,000 in common stock to satisfy fees related to the initiation of a private placement memorandum.

See accompanying notes to financial statements.

**Workhorse Group Inc.**

**Notes to Consolidated Financial Statements**

**(Unaudited)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES**

The following accounting principles and practices are set forth to facilitate the understanding of data presented in the financial statements:

*Nature of operations and principles of consolidation*

Workhorse Group Inc. (Workhorse, the Company, we, us or our) designs, develops, manufactures, and sells high-performance, medium-duty trucks with advanced powertrain components under the Workhorse chassis brand.

Workhorse, formerly known as Title Starts Online, Inc. and AMP Holding Inc., was incorporated in the State of Nevada in 2007 with \$3,100 of capital from the issuance of common shares to the founding shareholder. On August 11, 2008 the Company received a Notice of Effectiveness from the U.S. Securities and Exchange Commission, and on September 18, 2008, the Company closed a public offering in which it accepted subscriptions for an aggregate of 200,000 shares of its common stock, raising \$50,000 less offering costs of \$46,234. With this limited capital the Company did not commence operations and remained a “shell company” (as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended).

On December 28, 2009, the Company entered into and closed a Share Exchange Agreement with the Shareholders of Advanced Mechanical Products, Inc. (n/k/a AMP Electric Vehicles, Inc.) (AMP) pursuant to which the Company acquired 100% of the outstanding securities of AMP in exchange for 14,890,904 shares of the Company’s common stock. Considering that, following the merger, the AMP Shareholders control the majority of the outstanding voting common stock of the Company, and effectively succeeded the Company’s otherwise minimal operations to those that are AMP. AMP is considered the accounting acquirer in this reverse-merger transaction. A reverse-merger transaction is considered and accounted for as a capital transaction in substance; it is equivalent to the issuance of AMP securities for net monetary assets of the Company, which are de minimus, accompanied by a recapitalization. Accordingly, goodwill or other intangible assets have not been recognized in connection with this reverse merger transaction. AMP is the surviving entity and the historical financials following the reverse merger transaction will be

those of AMP. The Company was a shell company immediately prior to the acquisition of AMP pursuant to the terms of the Share Exchange Agreement. As a result of such acquisition, the Company operations are now focused on the design, marketing and sale of vehicles with an all-electric power train and battery systems. Consequently, we believe that acquisition has caused the Company to cease to be a shell company as it now has operations. The Company formally changed its name to AMP Holding Inc. on May 24, 2010.

Since the acquisition, the Company has devoted the majority of its resources to the development of an all-electric drive system capable of moving heavy large vehicles ranging from full size SUV's up to and including Medium Duty Commercial trucks. Additionally, in February 2013, the Company formed a new wholly owned subsidiary, AMP Trucks Inc., an Indiana corporation. On March 13, 2013 AMP Trucks Inc. closed on the acquisition of an asset purchase of Workhorse Custom Chassis, LLC. The assets included in this transaction included: the Workhorse brand, access to the dealer network of 440 dealers nationwide, intellectual property, and all physical assets which included the approximately 250,000 sq. ft. of facilities on 48 acres of land in Union City, Indiana. This acquisition allows the Company to position itself as a medium duty OEM capable of producing new chassis with electric, propane, compressed natural gas, and hybrid configurations, as well as gasoline drive systems. Revenues since the inception of the Company, February 20, 2007, through the date of these financial statements have not been significant and consist of customer vehicle conversions and sales of experimental vehicles.

On April 16, 2015 the Company filed Articles of Merger with the Secretary of State of the State of Nevada to change the name from "AMP Holding Inc." to "Workhorse Group Inc.". The Company believed that this change will allow investors, customers and suppliers to better associate the Company with the Workhorse brand, which is well known in the market.

*Basis of presentation*

The financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has limited revenues and has negative working capital and stockholders' deficits. These conditions raise substantial doubt about the ability of the Company to continue as a going concern.

In view of these matters, continuation as a going concern is dependent upon the continued operations of the Company, which, in turn, is dependent upon the Company's ability to meet its financial requirements, raise additional capital, and successfully carry out its future operations. The financial statements do not include any adjustments to the amount and classification of assets and liabilities that may be necessary, should the Company not continue as a going concern.

The Company has continued to raise capital. Management believes the proceeds from these offerings, future offerings, and the Company's anticipated revenue, provides an opportunity to continue as a going concern. If additional funding is required, the Company plans to obtain working capital from either debt or equity financing from the sale of common, preferred stock, and/or convertible debentures. Obtaining such working capital is not assured.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Certain reclassifications were made to the prior year financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported results of operation or stockholders' equity (deficit).

*Financial instruments*

The carrying amounts of financial instruments including cash, inventory, accounts payable and short-term debt approximate fair value because of the relatively short maturity of these instruments.

*Inventory*

Inventory is stated at the lower of cost or market.

*Property and depreciation*

Property and equipment is recorded at cost. Major renewals and improvements are capitalized while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed. When property and equipment is retired or otherwise disposed of, a gain or loss is realized for the difference between the net book value of the asset and the proceeds realized thereon. Depreciation is calculated using the straight-line method, based upon the following estimated useful lives:

Buildings: 15 - 30 years

Leasehold improvements: 7 years

Software: 3 - 6 years

Equipment: 5 years

Vehicles and prototypes: 3 - 5 years

*Capital stock*

On April 22, 2010, the directors of the Company approved a forward stock split of the common stock of the Company on a 14:1 basis. On May 12, 2010, the stockholders of the Company voted to approve the amendment of the certificate of incorporation resulting in a decrease of the number of shares of Common stock. Management filed the certificate of amendment decreasing the authorized shares of common stock with the State of Nevada on September 8, 2010. On February 11, 2015, the Company filed a certificate of amendment to its articles of incorporation to increase the authorized shares of common stock to 500,000,000.

The capital stock of the Company is as follows:

**Preferred Stock** - The Company has authorized 75,000,000 shares of preferred stock with a par value of \$.001 per share. These shares may be issued in series with such rights and preferences as may be determined by the Board of Directors. There are no shares of preferred stock outstanding.

**Common Stock** - The Company has authorized 500,000,000 shares of common stock with a par value of \$.001 per share.

*Revenue recognition / customer deposits*

It is the Company's policy that revenues will be recognized in accordance with SEC Staff Bulletin (SAB) No. 104, "Revenue Recognition". Under SAB 104, product revenues (or service revenues) are recognized when persuasive evidence of an arrangement exists, delivery has occurred (or service has been performed), the sales price is fixed and determinable, and collectability is reasonably assured.

*Income taxes*

With the consent of its shareholders, at the date of inception, AMP elected under the Internal Revenue Code to be taxed as an S corporation. Since shareholders of an S corporation are taxed on their proportionate share of the Company's taxable income, an S corporation is generally not subject to either federal or state income taxes at the corporate level. On December 28, 2009 pursuant to the merger transaction the Company revoked its election to be



taxed as an S-corporation.

As no taxable income has occurred from the date of this merger to September 30, 2015 cumulative deferred tax assets of approximately \$10.3 million are fully reserved, and no provision or liability for federal or state income taxes has been included in the financial statements. Carryover amount are:

Approximate net operating loss (\$ millions)	Carryover to be used against taxable income generated through year
3.6	2030
6.7	2031
3.9	2032
4.7	2033
6.1	2034
5.3	2035

*Uncertain tax positions*

The Company adopted the provisions of Accounting for Uncertainty in Income Taxes. Those provisions clarify the accounting and recognition for income tax positions taken or expected to be taken in the Company's income tax returns. The Company's income tax filings are subject to audit by various taxing authorities. The years of filings open to these authorities and available for audit are 2012 - 2014. The Company's policy with regard to interest and penalties is to recognize interest through interest expense and penalties through other expense. No interest or penalties with regard to income tax filings were incurred in any period, including 2015 or 2014, or since the period of inception, February 20, 2007. In evaluating the Company's tax provisions and accruals, future taxable income, and the reversal of temporary differences, interpretations and tax planning strategies are considered. The Company believes their estimates are appropriate based on current facts and circumstances.

*Research and development costs*

The Company expenses research and development costs as they are incurred. Research and Development costs were approximately \$2.6 million and \$2.4 million for the nine months period ended September 30, 2015 and 2014 respectively, consisting primarily of personnel costs for our teams in engineering and research, prototyping expense, and contract and professional services. Union City plant expenses prior to the start of production are also included in research and development expenses.

*Basic and diluted loss per share*

Basic loss per share is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. For all periods, all of the Company's common stock equivalents were excluded from the calculation of diluted loss per common share because they were anti-dilutive, due to the Company's net losses.

*Stock based compensation*

The Company accounts for its stock based compensation in accordance with "Share-Based Payments" (codified in FASB ASC Topic 718 and 505). The Company recognizes in its statement of operations the grant-date fair value of stock options and warrants issued to employees and non-employees. The fair value is estimated on the date of grant using a lattice-based valuation model that uses assumptions concerning expected volatility, expected term, and the

expected risk-free rate of return. For the awards granted, the expected volatility was estimated by management as 50% based on a range of forecasted results. The expected term of the awards granted was assumed to be the contract life of the option or warrant (one, two, three, five or ten years as determined in the specific arrangement). The risk-free rate of return was based on market yields in effect on the date of each grant for United States Treasury debt securities with a maturity equal to the expected term of the award.

*Related party transactions*

Certain stockholders and stockholder family members have advanced funds or performed services for the Company. These services are believed to be at market rates for similar services from non-related parties. Related party accounts payable are segregated in the balance sheet.

*Subsequent events*

The Company evaluates events and transactions occurring subsequent to the date of the consolidated financial statements for matters requiring recognition or disclosure in the consolidated financial statements. The accompanying consolidated financial statements consider events through November 16, 2015, the date on which the consolidated financial statements were available to be issued.

**2. PROPERTY, PLANT AND EQUIPMENT**

As of September 30, 2015 and December 31, 2014, our property, plant and equipment, net, consisted of the following:

	September 30, 2015	December 31, 2014
Land	300,000	300,000
Buildings	3,800,000	3,800,000
Leasehold Improvements	19,225	19,225
Construction in progress	18,026	23,104
Software	27,721	27,721
Equipment	707,790	670,183
Vehicles and prototypes	164,959	164,959
	5,037,721	5,005,192
Less accumulated depreciation	(1,244,607)	(962,833 )
	3,793,114	4,042,359

**3. LONG-TERM DEBT**

Long-term debt consists of the following:

	September 30, 2015	December 31, 2014
Secured debenture payable to Workhorse Custom Chassis, LLC, due March 2016 plus interest at 10%. The debenture is secured by the real estate and related assets of the plant located in Union City, Indiana with a net book value of \$3,716,685 at September 30, 2015	2,722,500	2,475,000
Note payable, Bank due in monthly installments of \$635 including interest at 5.04%. The note was paid on August 2015.	—	4,711
Note payable, vendor due in monthly installments of \$439 including interest at 8.00% with the final payment due December 2014. The note was paid during 2015	—	334
Note payable to the City of Loveland, due in annual installments of \$10,241 including interest with the final payment due October 2016. Interest rate amended to 8.00%. The note is unsecured and contains restrictions on the use of proceeds.	50,000	50,000
	2,772,500	2,530,045
Less current portion	2,762,500	35,904

Long term debt	10,000	2,494,141
----------------	--------	-----------

Aggregate maturities of long-term debt are as follows:

2015	2,762,500
2016	10,000
	2,772,500

The note payable to the City of Loveland contains job creation incentives whereby each annual payment may be forgiven by the City upon the Company meeting minimum job creation benchmarks. This loan agreement amended the incentives to 30 full time employees within the City of Loveland with payroll totaling \$135,000 by October 31, 2013 and 40 employees with payroll totaling \$175,000 by July 31, 2014, continuing with an average of 40 employees with payroll totaling \$175,000 thereafter. The proceeds from this loan were to be used for qualified disbursements only, and the Company has been notified it did not meet the requirements for qualified disbursements and for forgiveness of the 2012 principal and interest payment, which is past due. In 2013 the Company made payments to an escrow account totaling \$22,900.

#### **4. SUBSCRIPTION AGREEMENTS**

The Company entered into Subscription Agreements with five accredited investors (the "December 2014 Investors") between November 24, 2014 and December 29, 2014 providing for the sale by the Company to the December 2014 Investors of 14% Unsecured Convertible Promissory Notes in the aggregate amount of \$1,243,000 (the "December 2014 Notes"). In addition to the December 2014 Notes, the December 2014 Investors also received common stock purchase warrants (the "December 2014 Warrants") to acquire 4,439,287 shares of common stock of the Company. The December 2014 Warrants are exercisable for five years at an exercise price of \$0.14. The initial closing of \$200,000 was on November 24, 2014, the second closing of \$700,000 was on December 8, 2014 and the third closing of \$343,000 was on December 30, 2014.

In March 2015 the note and accrued interests were converted to equity.

In June and July 2015, the Company issued Promissory Notes with a maturity of two and three years and an original issue discount of approximately 10%. The Notes may be prepaid at any time on or before 90 days from the date of issue. After the initial 90 day period the Note bears interest charge of 12% applied to the principal sum. Amounts outstanding on these notes were \$480,000 as of September 30, 2015.

The Company issued a promissory note to an accredited investor in consideration of \$300,000. The interest on the unpaid principal balance is a rate of ten percent (10%) per annum. In the event that the Company raises in excess of \$2,000,000 in equity financing, then the Company is required to use part of its proceeds to pay off this note.

#### **5. SHAREHOLDER AND RELATED PARTY ADVANCES**

As of September 30, 2015, the Company had deposits for approximately \$1.1 million that were not yet issued as common stock. The stock was issued in October 2015.

**6. LEASE OBLIGATIONS**

On October 1, 2011 the Company began leasing operating facilities under an agreement expiring on September 30, 2018. Future minimum monthly lease payments under the agreement are currently \$12,598 and increase 3% in October of each year. Prepaid expenses and deposits include a security deposit equal to \$12,275. Aggregate maturities of lease obligations are as follows:

2015	40,096
2016	161,588
2017	166,435
2018	127,614
	495,733

Total rent expense under these operating type leases for the nine months ended September 30, 2015 and 2014 was \$116,000 and \$113,000, respectively.

**7. STOCK BASED COMPENSATION***Options to directors, officers and employees*

The Company maintains, as adopted by the board of directors, the 2014 Stock Incentive Plan, the 2014 Stock Compensation Plan, 2013 Incentive Stock Plan, the 2012 Incentive Stock Plan, the 2011 Incentive Stock Plan and the 2010 Stock Incentive Plan (the plans) providing for the issuance of up to 11,000,000 options to employees, officers, directors or consultants of the Company. Incentive stock options granted under the plans may only be granted with an exercise price of not less than fair market value of the Company's common stock on the date of grant (110% of fair market value for incentive stock options granted to principal stockholders). Non-qualified stock options granted under the plans may only be granted with an exercise price of not less than 85% of the fair market value of the Company's common stock on the date of grant. Awards under the plans may be either vested or unvested options. The unvested options vest ratably over two years for options with a five or three year term and after one year for options with a two year term.

In addition to the plans, the Company has granted, on various dates, stock options to directors, officers and employees to purchase common stock of the Company. The terms, exercise prices and vesting of these awards vary.

The following table summarizes option activity for directors, officers and employees:

	Outstanding Stock Options				
	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Grant Date Fair Value per Share	Weighted Average Remaining Exercise Term in Months
Balance, December 31, 2013	4,485,000	7,994,748	\$0.45	\$0.23	36
Additional stock reserved	5,000,000	—	\$—	\$—	—
Granted	(8,675,926	) 8,675,926	\$0.05	\$0.08	58
Exercised	—	—	\$—	\$—	—
Forfeited	—	—	\$—	\$—	—



Edgar Filing: Workhorse Group Inc. - Form 10-Q

Expired	–	–	\$–	\$–	–
Balance, December 31, 2014	809,074	16,670,674	\$0.23	\$0.15	41
Additional stock reserved	7,500,000	–	\$–	\$–	–
Granted	(3,434,356	) 3,434,356	\$0.14	\$0.19	59
Exercised	–	(1,250,697	) \$0.01	\$0.09	55
Forfeited	–	–	\$–	\$–	–
Expired	625,000	(625,000	) \$0.45	\$0.19	–
Balance 9/30/2015	5,499,718	18,229,333	\$0.22	\$0.16	40

The Company recorded \$210,379 and \$502,626 compensation expense for stock options to directors, officers and employees for the nine months ended September 30, 2015 and 2014 respectively. As of September 30, 2015, unrecognized compensation expense of \$1,435,603 is related to non-vested options granted to directors, officers and employees which is anticipated to be recognized over the next 40 months, commensurate with the vesting schedules.

*Options to consultants*

The Company has also granted, on various dates, stock options to purchase common stock of the Company to consultants for services previously provided to the Company. The terms, exercise prices and vesting of these awards vary.

The following table summarizes option activity for consultants:

	Outstanding Stock Options				
	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Grant Date Fair Value per Share	Weighted Average Remaining Exercise Term in Months
Balance, December 31, 2013	971,000	1,090,000	\$0.41	\$0.20	34
Additional stock reserved	2,000,000	—	\$—	\$—	—
Granted	(2,967,727	) 2,967,727	\$0.01	\$0.10	54
Exercised	—	—	\$—	\$—	—
Forfeited	200,000	(200,000	) \$—	\$—	—
Expired	190,000	(190,000	) \$0.50	\$0.17	—
Balance, December 31, 2014	393,273	3,667,727	\$0.13	\$0.13	50
Additional stock reserved	—	—	\$—	\$—	—
Granted	—	—	\$—	\$—	—
Exercised	—	(225,241	) \$0.01	\$0.10	54
Forfeited	—	—	\$—	\$—	—
Expired	500,000	(500,000	) \$0.53	\$0.24	—
Balance 9/30/2015	893,273	2,942,486	\$0.04	\$0.10	32

The Company recorded \$36,011 and \$113,091 compensation expense for stock options to consultants for the nine months ended September 30, 2015 and 2014 respectively. As of September 30, 2015, unrecognized compensation expense of \$173,722 is related to non-vested options granted to consultants which is anticipated to be recognized over the next 34 months, commensurate with the vesting schedules.

***Warrants to placement agent and consultants***

Through December 2011, the Company compensated the placement agent for assisting in the sale of the Company's securities by paying the placement agent commissions and issuing the placement agent common stock purchase warrants to purchase shares of the Company's common stock. The warrants have a five year term and various exercise prices.

The Company has also granted, on various dates, stock warrants to purchase common stock of the Company to consultants for services previously provided to the Company. The terms, exercise prices and vesting of these awards vary.

The following table summarizes warrant activity for the placement agent and consultants:

	Outstanding Warrants				
	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Grant Date Fair Value per Share	Weighted Average Remaining Exercise Term in Months
Balance, December 31, 2013	4,339,590	3,130,894	\$0.46	\$0.21	24
Additional stock reserved	–	–	\$–	\$–	–
Granted	(1,598,607	) 1,598,607	\$0.17	\$0.06	34
Exercised	–	–	\$–	\$–	–
Forfeited	–	–	\$–	\$–	–
Expired	–	(628,013	) \$0.39	\$0.18	–
Balance, December 31, 2014	2,740,983	4,101,488	\$0.36	\$0.15	14
Additional stock reserved	–	–	\$–	\$–	–
Granted	(638,714	) 638,714	\$0.14	\$0.12	28
Exercised	–	(281,571	) \$0.14	\$0.12	27
Forfeited	–	–	\$–	\$–	–
Expired	1,471,304	(1,471,304	) \$0.40	\$0.17	–
Balance 9/30/2015	3,573,573	2,987,327	\$0.31	\$0.14	10

The Company recorded \$32,944 and \$0 compensation expense for stock warrants to the placement agent and consultants for the nine months ended September 30, 2015 and 2014 respectively. There is no unrecognized compensation expense for the placement agent warrants because they are fully vested at date of grant.

#### *Warrants to directors and officers*

In December 2010 and May 2011, the Company issued to certain directors' and officers' common stock purchase warrants to acquire shares of common stock at an exercise price of \$2.00 per share for a period of five years. In

Edgar Filing: Workhorse Group Inc. - Form 10-Q

November 2011, under the terms of a Promissory Note issued to a director and officer, common stock purchase warrants were issued to acquire 100,000 shares of common stock at an exercise price of \$0.50 per share for a period of one year. In May 2012, a director and officer received 100,000 2012 Warrants to acquire common stock of the Company at an exercise price of \$0.50 for a period of three years. In June 2012, a director and officer converted secured and unsecured loans provided to the Company from September 2011 to June 2012 in the aggregate amount of \$389,250 into 2012 Notes and 2012 Warrants. In November 2012, the Company entered into a Note and Warrant Amendment and Conversion Agreement whereby the holders and 2012 Investors converted all principal and interest under the 2012 Notes into shares of common stock. Further, the exercise price of the 2012 Warrants was reduced to \$0.25 per share. The \$7,388 cost of the reduction in the exercise price is included in stock based compensation expense for the year ended December 31, 2012.

The following table summarizes warrant activity for directors and officers:

	Shares Available for Grant	Outstanding Warrants			
		Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Grant Date Fair Value per Share	Weighted Average Remaining Exercise Term in Months
Balance, December 31, 2013	3,489,250	3,389,250	\$1.78	\$0.09	22
Additional stock reserved	—	—	—	—	—
Granted	—	—	0.17	—	—
Exercised	—	—	—	—	—
Forfeited	—	—	—	—	—
Expired	—	—	—	—	—
Balance, December 31, 2014	3,489,250	3,389,250	\$1.78	\$0.09	9
Additional stock reserved	—	—	—	—	—
Granted	—	—	—	—	—
Exercised	—	—	—	—	—
Forfeited	—	—	—	—	—
Expired	489,250	(489,250	) 0.50	0.01	—
Balance 9/30/2015	3,978,500	2,900,000	\$2.00	\$0.11	6

The Company recorded \$0, \$0 compensation expense for stock warrants to directors and officers for the nine months ended September 30, 2015 and 2014 respectively. There is no unrecognized compensation expense for these warrants because they are fully vested at date of grant.

## **8. RECENT PRONOUNCEMENTS**

In August 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. The amendments in this update defer the effective date of Update 2014-09 for all entities by one year. Public companies should apply the guidance in Update 2014-09 to annual reporting periods beginning after December 31, 2017, including interim reporting periods within that reporting period. Early adoption is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period.

In June 2014, The FASB issued ASU No. 2014-12, Compensation – Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. The amendments in the ASU require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718, Compensation – Stock Compensation, as it relates to awards with performance conditions that affect vesting to account for such awards. The amendments in this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Earlier adoption is permitted. The effective date is the same for both public business entities and all other entities. We do not expect the adoption of these provisions to have a significant impact on the Company's consolidated financial statements.

## **PRIVATE PLACEMENT MEMORANDUM**

During 2015, the Company entered into a placement agency agreement with a third party to assist in raising capital. 9. Direct costs of this private placement memorandum (PPM) will be deferred and reduce the proceeds from the shares sold in the PPM. If the PPM is not completed, all costs will be charged to expense in the period in which the PPM is terminated. Costs of \$1,000,000 have been incurred and capitalized related to this PPM as of September 30, 2015 and are recorded in prepaid expenses, deposits and deferred costs.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview and Quarter Highlights

We are a U.S.-based developer of medium-duty, battery-electric delivery vehicles and unmanned aerial systems (UAS) delivery drones that are fully integrated with Workhorse electric vehicles. We recently received an initial order from United Parcel Service for 125 E-GEN trucks and, as a result, we are in the process of implementing operations as an original equipment manufacturer. We are also a developer of a cloud-based, real-time telematics performance monitoring system that tracks and displays the performance analytics and location of each Workhorse vehicle. We believe our vehicles, engineering expertise, innovation and operational structure differentiate us from traditional truck manufacturers.

We have filed a patent application for a new system that extends the range of electric vehicles while reducing the overall cost of the typical battery-electric power train. The new system, E-GEN Drive(TM), is designed specifically for the package delivery vehicle market, in which the diesel and/or gasoline-powered vehicles in use now are required to stop and restart hundreds of times a day. We believe that battery-electric technology is an ideal fit for urban and suburban delivery routes, despite the typical fleet owner's concerns about range and cost. Our E-GEN Drive system will enable our customers to keep their batteries charged to a consistent state of charge throughout the day and, since we are able to use smaller battery packs, we can reduce the cost of the entire system. Our E-GEN Drive trucks offer a three-year payback, making them price competitive with gasoline-powered trucks. When the ignition is shut off, the engine automatically turns on and recharges the battery pack. When the ignition is turned back on, the engine turns off and the vehicle reverts to all-electric power. The engine and the battery-powered motor are never in use at the same time. It is not a traditional hybrid, but an extended-range electric vehicle. As a result, we believe our new design has many benefits, including:

**Fleet management flexibility:** Depending on our customer's driving patterns and fuel cost goals, our E-GEN drive train can be remotely adjusted to use more electric power or more internal combustion engine (ICE) power, at their choice.

**Energy efficiency and cost of ownership:** We believe our trucks offer customers an attractive cost of ownership profile compared to similar products. Using a single electric power train with a small ICE enables us to create a lighter, more energy efficient vehicle that is mechanically simple. Since we are able to use smaller battery packs, we can reduce the cost of the entire system. Additionally, government incentives can further reduce the cost of ownership.

## Edgar Filing: Workhorse Group Inc. - Form 10-Q

High performance: We believe our trucks deliver an unparalleled driving experience, with powerful acceleration for the most demanding applications while also providing the added benefit of an extremely quiet operation.

We believe the benefits of our new design also provide customers additional benefits, which include:

- Gaining a competitive edge to increase market share
- Improving profitability created by
- Decrease maintenance costs
- Reduced fuel expenses
- Increasing the number of deliveries per day through more efficient delivery methods
- Strengthening sustainability programs
- Improving driver safety
- Reducing total cost of ownership for each vehicle



We have developed our second generation, full-electric truck, “E-100”, which is a significant improvement over our first generation vehicle. The second-generation vehicle includes a single powerful electric motor with no transmission and new lighter, high-density Lithium-ion batteries, giving the vehicle a range of up to 100 miles.

In March of 2013, we purchased the former Workhorse Custom Chassis assembly plant in Union City, Indiana from Navistar International (NAV: NYSE). With this acquisition, we acquired the capability to be an Original Equipment Manufacturer (OEM) of Class 3-6 commercial-grade, medium-duty truck chassis, to be marketed under the Workhorse® brand.

Ownership and operation of this plant enables us to build new chassis with gross vehicle weight capacities of between 10,000 and 26,000 pounds. These chassis are our new 88”-track (W88) and include either of our two second-generation, battery-electric drive trains, both powered by Panasonic 18650 Li-ion cells. The W88 truck chassis will be offered to fleet purchasing managers at price points that are both attractive and cost competitive.

At the same time, we intend to partner with engine suppliers and body fabricators to offer fleet-specific, custom, purpose-built chassis that provide total cost of ownership solutions that are superior to the competition.

In addition to having the ability to build our own chassis, we design and produce battery-electric power trains that can be installed in new Workhorse chassis or installed as repower packages to convert used Class 3-6 medium-duty vehicles from diesel or gasoline power to electric power. Our approach is to provide battery-electric power trains utilizing proven, automotive-grade, mass-produced parts in their architectures, coupled with in-house control software that we have developed over the last five years.

The Company is also seeking to re-design the future of parcel delivery aviation: HorseFly™, an Unmanned Aerial Vehicle (UAV) that is designed for the package delivery market as well as other commercial applications. Our UAV works in tandem with our electric trucks to bring a practical low cost solution to making the last mile more efficient and cost effective for our parcel customers. HorseFly™ is designed to further improve package delivery efficiencies and has been developed in conjunction with the University of Cincinnati, one of the country’s foremost educational institutions for drone research, and the FAA. Although the FAA rules governing the use of drones have not been finalized, we believe that HorseFly™ is built to comply with the nature of the FAA proposed rules.

#### Recent Developments

On August 7, 2015, the Company entered into a Prime Order under the Vehicle Purchase Agreement with UPS, pursuant to which UPS agreed to purchase 125 E-GEN trucks. In addition, Workhorse also received orders for two E-Gen vehicles from UPS for testing, which have been delivered.

Workhorse had previously entered into a purchase agreement with UPS to supply 18 all-electric Workhorse E-100 Walk-In Vans to be deployed in the Houston-Galveston, Texas area. The U.S. Department of Energy selected this project to improve local air quality in the Houston-Galveston area, which is currently designated as a National Ambient Air Quality Non-Attainment Area. The purchase agreement requires an initial vehicle to be approved by UPS prior to delivering additional vehicles. After approval of the initial vehicle, we are scheduled to deliver five vehicles per month over a period of three to four months. As of the date hereof, Workhorse has delivered one E-100 All Electric vehicle and, pending receipt of approval, is in the process of finalizing the manufacture of one additional vehicle.

Currently, the schedule agreed to with UPS for the Prime Order requires that we deliver 20 vehicles per month, beginning in February 2016. However, these deadlines are expected to evolve as UPS operations personnel from seven states will be involved in the scheduling. There is no guarantee that the Company will be able to perform under the Prime Order or the E-100 order and, if it does perform, that UPS will purchase additional vehicles from the Company. Further, if the Company is not able to raise the required capital, including to purchase required parts and pay certain vendors, the Company may not be able to comply with UPS's deadlines.

The Company responded on March 6, 2015 to a Request for Information and Prequalification (RFI) from the United States Postal Service (USPS) for its Next Generation Delivery Vehicle (NGDV) Acquisition Program. The USPS anticipates making a single award in 2017 to a supplier for up to 180,000 NGDVs to replace its current fleet of mail delivery vehicles. Delivery of the NGDVs to the USPS is expected to begin no later than January 2018. On April 14, 2015, the USPS notified the Company that it has advanced in the NGDV Acquisition Program as a prequalified supplier. The Company is now required to submit detailed specifications and build several prototypes for testing. The Company was expected to submit its specifications in early October 2015. However, on August 10, 2015, USPS advised that it is continuing to review its objectives and refine its requirements under the program to ensure design flexibility and maximum opportunity for innovation. The USPS advised that it expected to provide further guidance prior to September 25, 2015. As of the date hereof, the USPS has not provided the further guidance. Upon receipt of such guidance, the Company will submit its specifications.

The Federal Aviation Administration (FAA) granted a Certificate of Authorization (COA) to the Ohio/Indiana UAS Center and Test Complex, allowing Workhorse and the University of Cincinnati (UC) to continue their joint development of Workhorse Group's HorseFly™ UAS, which is designed to fly to and from a standard delivery vehicle. Testing of HorseFly will take place at the Wilmington Air Park in Wilmington, OH. Collaboration between the UC's College of Engineering and Applied Science and the Ohio/Indiana UAS Center led to sponsorship for the two-year FAA authorization from the Ohio State Department of Transportation in addition to priority access to Wilmington Air Park.

## Results of Operations

Our condensed consolidated statement of operations data for the period presented follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Sales	\$72,000	\$—	\$139,980	\$177,459
Operating Expenses				
Selling, general and administrative	1,789,435	797,195	2,758,245	2,521,695
Research and development	1,745,981	895,669	2,618,215	2,364,686
Total operating expenses	3,535,416	1,692,864	5,376,461	4,886,381
Interest expense, net	329,692	95,001	437,919	251,978
Net loss	\$(3,793,108)	\$(1,787,865)	\$(5,674,400)	\$(4,960,900)

***Revenue***

Revenue for the three and nine months ended September 30, 2015 were \$72 thousand and \$140 thousand related to delivery of prototypes for UPS. Revenue for the three and nine months ended in September 30, 2014 were \$0 and \$177 thousand related to delivery of conversion of an all-electric Para-transit 12 passenger bus to BARTA (Berks County Regional Transit Authority) of Pennsylvania.

We have received several orders from fleets which we are in the process of filling and, subject to obtaining the required financing, we expect to deliver in the next 12 months. We delivered the first EGen and E100 Trucks in the second quarter of 2015.

### *Selling, General and Administrative Expenses*

Selling, general and administrative (“SG&A”) expenses consist primarily of personnel and facilities costs related to our development including, marketing, sales, executive, finance, human resources, information technology and professional, legal and contract services.

SG&A expenses during the three months ended September 30, 2015 were \$1.8 million, an increase from \$797 thousand for the three months ended September 30, 2014. The increase in our SG&A expenses consisted primarily in employee stock compensation expenses, salaries and benefits, consulting and investor relations, due the increased activity in the quarter.

SG&A expenses during the nine months ended September 30, 2015 were \$2.8 million, an increase from \$2.5 million for the nine months ended September 30, 2014. The increase in our SG&A expenses consisted primarily in employee compensation expenses related to higher headcount to support the sales and technical activities as well as additional employee expenses, and consulting expenses as a result of our production and sales efforts and focus on marketing of our new technologies.

### *Research and Development Expenses*

Research and development (“R&D”) expenses consist primarily of personnel costs for our teams in engineering and research, prototyping expense, and contract and professional services. Union City plant expenses prior to the start of production are also included in research and development expenses.

R&D expenses during the three months ended September 30, 2015 were \$1.7 million an increase from \$896 thousand for the three months ended September 30, 2014. The increase in our R&D expenses consisted primarily in higher component purchases due to delivery of prototypes during the quarter.

R&D expenses during the nine months ended September 30, 2015 were \$2.6 million, an increase from \$2.4 million for the nine months ended September 30, 2014. The increase in our R&D expenses is the result of an increase of engineering employee and consulting expense, prototype component increase expense and vehicle testing incurred during the first quarter of the year.

*Interest Expenses*

Our interest expense is incurred primarily from our long term loan with Navistar in connection to the purchase of the Union City plant mentioned before in the Property, Plant and Equipment and Long Term Loan notes to the financial statements.

Interest expenses during the three months ended September 30, 2015 were \$330 thousand an increase from \$95 thousand for the three months ended September 30, 2014. The increase in the quarter consisted primarily of increased interest bearing notes compared to prior year.

Interest expenses during the nine months ended September 30, 2015 were \$438 thousand, an increase from \$252 thousand for the nine months ended September 30, 2014. The higher expense was due to an increase of principal due to capitalization of interests to the Navistar loan and interest owed on loans and notes from investors. Accrued interests of \$34 thousand from those notes were converted to Equity during the first quarter.

***Liquidity and Capital Resources******Summary of Cash Flows***

	Nine Months Ended September 30,	
	2015	2014
Net cash used in operating activities	(4,175,038)	(2,857,862)
Net cash used in investing activities	(32,529 )	–
Net cash provided by financing activities	3,906,187	3,684,677

***Cash Flows from Operating Activities***

Our cash flows from operating activities are affected by our cash investments to support the business in research and development, manufacturing, selling, general and administration. Our operating cash flows are also affected by our working capital needs to support fluctuations in inventory, personnel expenses, accounts payable and other current assets and liabilities.

During the nine months ended September 30, 2015 and 2014, cash used in operating activities was \$4.2 million and \$2.9 million. The decrease in operating cash flows in 2015 as compared to 2014 was due to an increase in operating activities related to the design and manufacturing of new customer orders and testing of new product designs and higher operating expenses in R&D and SG&A.

***Cash Flows from Investing Activities***

Cash flow from investing activities primarily relates to capital expenditures to support our future growth in operations.

We spent \$33 thousand in new equipment during the nine months ended September 30, 2015.

### ***Cash Flows from Financing Activities***

During the nine months ended September 30, 2015 and 2014, net cash provided by financing activities was \$3.9 million and \$3.6 million. Cash flows from financing activities during the nine months ended September 30, 2015 consisted primarily of \$1.2 million from proceeds from notes payable, \$1.7 million from shareholder advances and \$1.0 million of issuance of common stock. In 2014 we had \$5.9 million from issuance of common stock, offset by \$323 thousand payment of long-term debt and 1.9 million of capitalization of shareholder advances

### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

### **Federal Tax Credit Qualification by the IRS and Select State Incentive Programs**

In September 2013, California HVIP approved the Workhorse E-100 truck for a minimum point of purchase voucher of \$90,000 per vehicle purchased. On August 9, 2013 NYSERDA the New York State point of purchase voucher program approved the Workhorse E-100 for an incentive of \$60,000 per vehicle. Drive Clean Chicago recently approved vouchers of \$60,000 for the Workhorse E-100 and \$32,800 for the E-GEN.

### **Critical Accounting Policies**

We consider accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets or on income (loss) to be critical accounting policies. We consider the following to be our critical accounting policies: basis of presentation, revenue recognition, and income taxes.



### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a smaller reporting company, we are not required to include disclosure under this item.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *Evaluation of Disclosure Controls and Procedures*

Pursuant to Rules 13a-15(b) and 15-d-15(b) under the Securities Exchange Act of 1934, as amended (“Exchange Act”), the Company carried out an evaluation, with the participation of the Company’s management, including the Company’s Chief Executive Officer and Chief Financial Officer of the effectiveness of the Company’s disclosure controls and procedures as of the end of the period covered by this report. The term “disclosure controls and procedures”, as defined under Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based upon the evaluation of the disclosure controls and procedures at the end of the period covered by this report, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were effective.

#### *Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2015 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II – OTHER INFORMATION**

## **ITEM 1. LEGAL PROCEEDINGS**

We are currently not a party to any material legal or administrative proceedings and are not aware of any pending or threatened material legal or administrative proceedings arising in the ordinary course of business. We may from time to time become a party to various legal or administrative proceedings arising in the ordinary course of our business.

## **ITEM 1A. RISK FACTORS**

**Our results of operations have not resulted in profitability and we may not be able to achieve profitability going forward.**

We have incurred net losses amounting to \$39.8 million for the period from inception (February 20, 2007) through September 30, 2015. In addition, as of September 30, 2015, we had a working capital deficiency of \$5.3 million. We have had net losses in each quarter since our inception. We expect that we will continue to incur net losses for the foreseeable future. We may incur significant losses in the future for a number of reasons, including the other risks described in this report, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown events. Accordingly, we may not be able to achieve or maintain profitability. Our management is developing plans to alleviate the negative trends and conditions described above and there is no guarantee that such plans will be successfully implemented. Our business plan has changed from concentrating on the electric passenger vehicle market to the electric medium duty trucks, but is still unproven. There is no assurance that even if we successfully implement our business plan, that we will be able to curtail our losses. If we incur additional significant operating losses, our stock price may decline, perhaps significantly.

**We have yet to achieve positive cash flow and, given our projected funding needs, our ability to generate positive cash flow is uncertain.**

We have had negative cash flow from operating activities of \$4.2 million and \$2.9 million for the nine months ended September 30, 2015 and 2014. We anticipate that we will continue to have negative cash flow from operating and investing activities for the foreseeable future as we expect to incur increased research and development, sales and marketing, and general and administrative expenses and make significant capital expenditures in our efforts to increase sales and commence operations at our Union City facility. Our business also will at times require significant amounts of working capital to support our growth, particularly as we acquire inventory to support our anticipated increase in production. An inability to generate positive cash flow for the foreseeable future may adversely affect our ability to raise needed capital for our business on reasonable terms, diminish supplier or customer willingness to enter into transactions with us, and have other adverse effects that may decrease our long-term viability. There can be no assurance we will achieve positive cash flow in the foreseeable future.

**We need access to additional financing, which may not be available to us on acceptable terms or at all. For the year ended December 31, 2014, our independent registered public accounting firm issued a report on our 2014 financial statements that contains an explanatory paragraph stating that the lack of sales, negative working capital and stockholders' deficit, raise substantial doubt about our ability to continue as a going concern. If we cannot access additional financing when we need it and on acceptable terms, our business, prospects, financial condition, operating results and ability to continue as a going concern could be adversely affected.**

Our growth-oriented business plan to design, produce, sell and service commercial electric vehicles through our Union City facility will require continued capital investment. Our research and development activities will require continued investment. For the year ended December 31, 2014, our independent registered public accounting firm issued a report on our 2014 financial statements that contains an explanatory paragraph stating that the lack of sales, negative working capital and stockholders' deficit, raise substantial doubt about our ability to continue as a going concern. In light of the financing recently closed in November 2016 in order to implement our operations through December 31, 2016 we will need to raise approximately \$15 million. This capital will be necessary to fund our ongoing operations, continue research, development and design efforts, open our sales, service and assembly facilities, improve infrastructure and introduce new or improve existing vehicle models. We cannot be certain that additional financing will be available to us on favorable terms when required, or at all, particularly given that we do not now have a committed credit facility with any government or financial institution. If we cannot obtain additional financing when we need it and on terms acceptable to us, our business, prospects, financial condition, operating results and ability to continue as a going concern could be adversely affected.

**Our limited operating history makes it difficult for us to evaluate our future business prospects and make decisions based on those estimates of our future performance.**

We have basically been a research and development company since beginning operations in February 2007. We have a limited operating history and have generated limited revenue. As we move more toward a manufacturing environment it is difficult, if not impossible, to forecast our future results based upon our historical data. Because of the uncertainties related to our lack of historical operations, we may be hindered in our ability to anticipate and timely adapt to increases or decreases in revenues or expenses. If we make poor budgetary decisions as a result of unreliable historical data, we could be less profitable or incur losses, which may result in a decline in our stock price.

**Failure to successfully integrate the Workhorse ® brand, logo, intellectual property, patents and assembly plant in Union City, Indiana into our operations could adversely affect our business and results of operations.**

As part of our strategy to become an OEM, in March 2013, we acquired Workhorse and the Workhorse Assets including the Workhorse ® brand, logo, intellectual property, patents and assembly plant in Union City, Indiana. The Workhorse acquisition may expose us to operational challenges and risks, including the diversion of management's attention from our existing business, the failure to retain key Workhorse dealers and our ability to commence operations at the plant in Union City, Indiana. Our ability to sustain our growth and maintain our competitive position may be affected by our ability to successfully integrate the Workhorse Assets.

**Our business, prospects, financial condition and operating results will be adversely affected if we cannot reduce and adequately control the costs and expenses associated with operating our business, including our material and production costs.**

We incur significant costs and expenses related to procuring the materials, components and services required to develop and produce our electric vehicles. We have secured supply agreements for our critical components including our batteries. However, these are dependent on volume to ensure that they are available at a competitive price. As a result, our current cost projections are considerably higher than the projected revenue stream that such vehicles will produce. As a result we are continually working on initiatives to reduce our cost structure so that we may effectively compete. If we do not properly manage our costs and expenses our net losses will continue which will negatively impact our stock price.

**If we are unable to pay off the outstanding amount owed under the debenture in the principal amount of \$2,250,000 that is secured against all of the assets of AMP Trucks including the Workhorse brand and the Union City facility and such lien holder were to take possession of such assets, our operations would be severely negatively impacted if not curtailed.**

On March 4, 2013, AMP Trucks entered into an Asset Purchase Agreement with Workhorse Custom Chassis, LLC ("WCC"), an Illinois limited liability company and a wholly-owned affiliate of Navistar International Corporation, to purchase certain assets including the Workhorse ® brand, logo, intellectual property, patents and approximately 250,000 sq. ft. of facilities on 48 acres of land in Union City, Indiana (the "Assets"). On March 13, 2013, AMP Trucks closed the acquisition of the Assets from WCC for a purchase price of \$5,000,000 of which \$2,750,000 was paid in cash and the delivery of a Secured Debenture (the "Debenture") in the principal amount of \$2,250,000. The Debenture is secured pursuant to a Security Agreement (the "Security Agreement") and a Mortgage, Security Agreement, Assignment of Rents and Fixture Filing (the "Mortgage") entered between AMP Trucks and WCC. Pursuant to the Security Agreement, AMP Trucks granted WCC a security interest in all of the assets of AMP Trucks in order to secure the prompt payment, performance and discharge in full of all of obligations of AMP Trucks under the Debenture. Pursuant to the Mortgage, the Debenture is secured by the real estate and related assets of the plant located in Union City, Indiana. The Debenture matures three years from its effective date of March 13, 2013 (the "Maturity Date") and interest associated with the Debenture is 10% per annum, which is payable on the Maturity Date. AMP Trucks may prepay outstanding principal and interest of the Debenture in full at any time. In the event AMP Trucks prepays outstanding principal and interest, it shall pay an amount equal to all outstanding principal and interest multiplied by 105%. Workhorse Group, Inc. guaranteed the payment of the Debenture.

**Our future growth is dependent upon the willingness of operators of commercial vehicle fleets to adopt electric vehicles and on our ability to produce, sell and service vehicles that meet their needs. If the market for commercial electric vehicles does not develop as we expect or develops more slowly than we expect, our**

**business, prospects, financial condition and operating results will be adversely affected.**

Our growth is dependent upon the adoption of electric vehicles by operators of commercial vehicle fleets and on our ability to produce, sell and service vehicles that meet their needs. The entry of commercial electric vehicles into the medium-duty commercial vehicle market is a relatively new development, particularly in the United States, and is characterized by rapidly changing technologies and evolving government regulation, industry standards and customer views of the merits of using electric vehicles in their businesses. This process has been slow as without including the impact of government or other subsidies and incentives, the purchase prices for our commercial electric vehicles currently is higher than the purchase prices for diesel-fueled vehicles. As part of our sales efforts, we must educate fleet managers as to the economical savings during the life of the vehicle. As such, we believe that operators of commercial vehicle fleets consider a number of factors when deciding whether to purchase our commercial electric vehicles (or commercial electric vehicles generally) or vehicles powered by internal combustion engines, particularly diesel-fueled or natural gas-fueled vehicles. We believe these factors include:

the difference in the initial purchase prices of commercial electric vehicles and vehicles with comparable GVWs powered by internal combustion engines, both including and excluding the impact of government and other subsidies and incentives designed to promote the purchase of electric vehicles;

the total cost of ownership of the vehicle over its expected life, which includes the initial purchase price and ongoing operating and maintenance costs;

the availability and terms of financing options for purchases of vehicles and, for commercial electric vehicles, financing options for battery systems;

the availability of tax and other governmental incentives to purchase and operate electric vehicles and future regulations requiring increased use of nonpolluting vehicles;

government regulations and economic incentives promoting fuel efficiency and alternate forms of energy;

fuel prices, including volatility in the cost of diesel;

the cost and availability of other alternatives to diesel fueled vehicles, such as vehicles powered by natural gas;

corporate sustainability initiatives;

commercial electric vehicle quality, performance and safety (particularly with respect to lithium-ion battery packs);

the quality and availability of service for the vehicle, including the availability of replacement parts;

the limited range over which commercial electric vehicles may be driven on a single battery charge;

access to charging stations and related infrastructure costs, and standardization of electric vehicle charging systems;

electric grid capacity and reliability; and

macroeconomic factors.

If, in weighing these factors, operators of commercial vehicle fleets determine that there is not a compelling business justification for purchasing commercial electric vehicles, particularly those that we produce and sell, then the market for commercial electric vehicles may not develop as we expect or may develop more slowly than we expect, which would adversely affect our business, prospects, financial condition and operating results.

If our customers are unable to efficiently and effectively integrate our electric vehicles into their existing commercial fleets our sales may suffer and our business, prospects, financial condition and operating results may be adversely affected.

Our sales strategy involves a comprehensive plan for the pilot and roll-out of our electric vehicles, as well as the ongoing replacement of existing commercial vehicles with our electric vehicles, that is tailored to the individual needs of our customers. If we are unable to develop and execute fleet integration strategies or fleet management support services that meet our customers' unique circumstances with minimal disruption to their businesses, our customers may not realize the economic benefits they expect from our electric vehicles. If this were to occur, our customers may not order additional vehicles from us, which could adversely affect our business, prospects, financial condition and operating results.

**We currently do not have long-term supply contracts with guaranteed pricing which exposes us to fluctuations in component, materials and equipment prices. Substantial increases in these prices would increase our operating costs and could adversely affect our business, prospects, financial condition and operating results.**

Because we currently do not have long-term supply contracts with guaranteed pricing, we are subject to fluctuations in the prices of the raw materials, parts and components and equipment we use in the production of our vehicles. Substantial increases in the prices for such raw materials, components and equipment would increase our operating costs and could reduce our margins if we cannot recoup the increased costs through increased vehicle prices. Any attempts to increase the announced or expected prices of our vehicles in response to increased costs could be viewed negatively by our customers and could adversely affect our business, prospects, financial condition and operating results.



**If we are unable to scale our operations at our Union City facility in an expedited manner from our limited low volume production to high volume production, our business, prospects, financial condition and operating results could be adversely affected.**

We are currently assembling our orders at our Union City facility which is acceptable for our existing orders. In order to satisfy increased demand, we will need to quickly scale operations in our Union City facility as well as scale our supply chain including access to batteries. Our business, prospects, financial condition and operating results could be adversely affected if we experience disruptions in our supply chain, if we cannot obtain materials of sufficient quality at reasonable prices or if we are unable to scale our Union City facility.

**We depend upon key personnel and need additional personnel.**

Our success depends on the continuing services of Stephen Burns, CEO, and Martin J. Rucidlo, President. On December 8, 2010, we entered into an employment agreement with Mr. Burns for a term of two years which automatically renews for one year periods unless either of the parties elects to not renew for such period. Mr. Rucidlo is not engaged under a long-term employment agreement. The loss of any of these individuals could have a material and adverse effect on our business operations. Additionally, the success of our operations will largely depend upon its ability to successfully attract and maintain competent and qualified key management personnel. As with any company with limited resources, there can be no guarantee that we will be able to attract such individuals or that the presence of such individuals will necessarily translate into profitability for our company. Our inability to attract and retain key personnel may materially and adversely affect our business operations. Any failure by our management to effectively anticipate, implement, and manage the changes required to sustain our growth would have a material adverse effect on our business, financial condition, and results of operations.

**We face competition. A few of our competitors have greater financial or other resources, longer operating histories and greater name recognition than we do and one or more of these competitors could use their greater resources and/or name recognition to gain market share at our expense or could make it very difficult for us to establish market share.**

Companies currently competing in the fleet logistics market offering alternative fuel medium duty trucks include Ford Motor Company and Freightliner. In the electric medium duty truck market in the United States, we compete with a few other manufacturers, including Electric Vehicles International and Smith Electric Vehicles. Ford and Freightliner have more significant financial resources, established market positions, long-standing relationships with customers and dealers, and who have more significant name recognition, technical, marketing, sales, financial and other resources than we do. Ford and Freightliner are currently selling alternative fuel fleet vehicles including hybrids. The

resources available to our competitors to develop new products and introduce them into the marketplace exceed the resources currently available to us. As a result, our competitors may be able to compete more aggressively and sustain that competition over a longer period of time that we can. This intense competitive environment may require us to make changes in our products, pricing, licensing, services, distribution, or marketing to develop a market position. Each of these competitors has the potential to capture market share in our target markets which could have an adverse effect on our position in our industry and on our business and operating results.

**If we are unable to keep up with advances in electric vehicle technology, we may suffer a decline in our competitive position.**

There are companies in the electric vehicle industry that have developed or are developing vehicles and technologies that compete or will compete with our vehicles. We cannot assure that our competitors will not be able to duplicate our technology or provide products and services similar to ours more efficiently. If for any reason we are unable to keep pace with changes in electric vehicle technology, particularly battery technology, our competitive position may be adversely affected. We plan to upgrade or adapt our vehicles and introduce new models in order to continue to provide electric vehicles that incorporate the latest technology. However, there is no assurance that our research and development efforts will keep pace with those of our competitors.

**Our electric vehicles compete for market share with vehicles powered by other vehicle technologies that may prove to be more attractive than ours.**

Our target market currently is serviced by manufacturers with existing customers and suppliers using proven and widely accepted fuel technologies. Additionally, our competitors are working on developing technologies that may be introduced in our target market. If any of these alternative technology vehicles can provide lower fuel costs, greater efficiencies, greater reliability or otherwise benefit from other factors resulting in an overall lower total cost of ownership, this may negatively affect the commercial success of our vehicles or make our vehicles uncompetitive or obsolete.

**We currently have a limited number of customers, with whom we do not have long-term agreements, and expect that a significant portion of our future sales will be from a limited number of customers and the loss of any of these high volume customers could materially harm our business.**

A significant portion of our projected future revenue, if any, is generated from a limited number of vehicle customers. Additionally, much of our business model is focused on building relationships with large customers. Currently we have no contracts with customers that include long-term commitments or minimum volumes that ensure future sales of vehicles. As such, a customer may take actions that affect us for reasons that we cannot anticipate or control, such as reasons related to the customer's financial condition, changes in the customer's business strategy or operations or as the result of the perceived performance or cost-effectiveness of our vehicles. The loss of or a reduction in sales or anticipated sales to our most significant customers could have an adverse effect on our business, prospects, financial condition and operating results.

**Changes in the market for electric vehicles could cause our products to become obsolete or lose popularity.**

The modern electric vehicle industry is in its infancy and has experienced substantial change in the last few years. To date, demand for and interest in electric vehicles has been slower than forecasted by industry experts. As a result, growth in the electric vehicle industry depends on many factors, including, but not limited to:

continued development of product technology, especially batteries

the environmental consciousness of customers

the ability of electric vehicles to successfully compete with vehicles powered by internal combustion engines

limitation of widespread electricity shortages; and

whether future regulation and legislation requiring increased use of non-polluting vehicles is enacted

We cannot assume that growth in the electric vehicle industry will continue. Our business may suffer if the electric vehicle industry does not grow or grows more slowly than it has in recent years or if we are unable to maintain the pace of industry demands.

**The unavailability, reduction, elimination or adverse application of government subsidies, incentives and regulations could have an adverse effect on our business, prospects, financial condition and operating results.**

We believe that, currently, the availability of government subsidies and incentives including those available in New York, California and Chicago is an important factor considered by our customers when purchasing our vehicles, and that our growth depends in part on the availability and amounts of these subsidies and incentives. Any reduction, elimination or discriminatory application of government subsidies and incentives because of budgetary challenges, policy changes, the reduced need for such subsidies and incentives due to the perceived success of electric vehicles or other reasons may result in the diminished price competitiveness of the alternative fuel vehicle industry.

**We may be unable to keep up with changes in electric vehicle technology and, as a result, may suffer a decline in our competitive position.**

Our current products are designed for use with, and are dependent upon, existing electric vehicle technology. As technologies change, we plan to upgrade or adapt our products in order to continue to provide products with the latest technology. However, our products may become obsolete or our research and development efforts may not be sufficient to adapt to changes in or to create the necessary technology. As a result, our potential inability to adapt and develop the necessary technology may harm our competitive position.

**The failure of certain key suppliers to provide us with components could have a severe and negative impact upon our business.**

We have secured supply agreements for our critical components including our batteries. However, these are dependent on volume to ensure that they are available at a competitive price. Further, we rely on a small group of suppliers to provide us with components for our products. If these suppliers become unwilling or unable to provide components or if we are unable to meet certain volume requirements in our existing supply agreements, there are a limited number of alternative suppliers who could provide them. Changes in business conditions, wars, governmental changes, and other factors beyond our control or which we do not presently anticipate could affect our ability to receive components from our suppliers. Further, it could be difficult to find replacement components if our current suppliers fail to provide the parts needed for these products. A failure by our major suppliers to provide these components could severely restrict our ability to manufacture our products and prevent us from fulfilling customer orders in a timely fashion.

**Product liability or other claims could have a material adverse effect on our business.**

The risk of product liability claims, product recalls, and associated adverse publicity is inherent in the manufacturing, marketing, and sale of electrical vehicles. Although we have product liability insurance for our consumer and commercial products, that insurance may be inadequate to cover all potential product claims. We also carry liability insurance on our products. Any product recall or lawsuit seeking significant monetary damages either in excess of our coverage, or outside of our coverage, may have a material adverse effect on our business and financial condition. We may not be able to secure additional product liability insurance coverage on acceptable terms or at reasonable costs when needed. A successful product liability claim against us could require us to pay a substantial monetary award. Moreover, a product recall could generate substantial negative publicity about our products and business and inhibit or prevent commercialization of other future product candidates. We cannot provide assurance that such claims and/or recalls will not be made in the future.

**We may have to devote substantial resources to implementing a retail product distribution network.**

Dealers are often hesitant to provide their own financing to contribute to our product distribution network. As a result, we anticipate that we may have to provide financing or other consignment sale arrangements for dealers. A capital investment such as this presents many risks, foremost among them being that we may not realize a significant return on our investment if the network is not profitable. Our inability to collect receivables from dealers could cause us to suffer losses. Lastly, the amount of time that our management will need to devote to this project may divert them from performing other functions necessary to assure the success of our business.

**Regulatory requirements may have a negative impact upon our business.**

While our vehicles are subject to substantial regulation under federal, state, and local laws, we believe that our vehicles are or will be materially in compliance with all applicable laws. However, to the extent the laws change, or if we introduce new vehicles in the future, some or all of our vehicles may not comply with applicable federal, state, or local laws. Further, certain federal, state, and local laws and industrial standards currently regulate electrical and electronics equipment. Although standards for electric vehicles are not yet generally available or accepted as industry standards, our products may become subject to federal, state, and local regulation in the future. Compliance with these regulations could be burdensome, time consuming, and expensive.

Our products are subject to environmental and safety compliance with various federal and state regulations, including regulations promulgated by the EPA, NHTSA, and various state boards, and compliance certification is required for each new model year. The cost of these compliance activities and the delays and risks associated with obtaining approval can be substantial. The risks, delays, and expenses incurred in connection with such compliance could be substantial.

**Our success may be dependent on protecting our intellectual property rights.**

We rely on trade secret protections to protect our proprietary technology as well as several registered patents and one patent application. Our patents relate to the vehicle chassis assembly, vehicle header and drive module and manifold for electric motor drive assembly. Our existing patent application relates to the onboard generator drive system for electric vehicles. Our success will, in part, depend on our ability to obtain additional trademarks and patents. We are working on obtaining patents and trademarks registered with the United States Patent and Trademark Office but have not finalized any as of this date. Although we have entered into confidentiality agreements with our employees and consultants, we cannot be certain that others will not gain access to these trade secrets. Others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets.

**We may be exposed to liability for infringing upon the intellectual property rights of other companies.**

Our success will, in part, depend on our ability to operate without infringing on the proprietary rights of others. Although we have conducted searches and are not aware of any patents and trademarks which our products or their use might infringe, we cannot be certain that infringement has not or will not occur. We could incur substantial costs, in addition to the great amount of time lost, in defending any patent or trademark infringement suits or in asserting any patent or trademark rights, in a suit with another party.

**Our electric vehicles make use of lithium-ion battery cells, which, if not appropriately managed and controlled, on rare occasions have been observed to catch fire or vent smoke and flames. If such events occur in our electric vehicles, we could face liability for damage or injury, adverse publicity and a potential safety recall, any of which could adversely affect our business, prospects, financial condition and operating results.**

The battery packs in our electric vehicles use lithium-ion cells, which have been used for years in laptop computers and cell phones. On rare occasions, if not appropriately managed and controlled, lithium-ion cells can rapidly release the energy they contain by venting smoke and flames in a manner that can ignite nearby materials.

**Our facilities could be damaged or adversely affected as a result of disasters or other unpredictable events. Any prolonged disruption in the operations of our facility would adversely affect our business, prospects, financial condition and operating results.**

We engineer and assemble our electric vehicles in a facility in Loveland, Ohio and we intend to locate the assembly function to our facility in Union City. Any prolonged disruption in the operations of our facility, whether due to technical, information systems, communication networks, accidents, weather conditions or other natural disaster, or otherwise, whether short or long-term, would adversely affect our business, prospects, financial condition and operating results .

We have never paid cash dividends on our common stock and do not anticipate paying cash dividends in the foreseeable future. The payment of dividends on our common stock will depend on earnings, financial condition and other business and economic factors affecting the company at such time as the board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on investment will only occur due to stock price appreciation.

**Our stock price and trading volume may be volatile, which could result in substantial losses for our stockholders.**

The equity trading markets may experience periods of volatility, which could result in highly variable and unpredictable pricing of equity securities. The market price of our common stock could change in ways that may or may not be related to our business, our industry or our operating performance and financial condition. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. We have experienced significant volatility in the price of our stock. We cannot assure that the market price of our common stock will not fluctuate or decline significantly in the future. In addition, the stock markets in general can experience considerable price and volume fluctuations.



**We have not voluntarily implemented various corporate governance measures, in the absence of which, shareholders may have more limited protections against interested director transactions, conflict of interest and similar matters.**

Recent Federal legislation, including the Sarbanes-Oxley Act of 2002, has resulted in the adoption of various corporate governance measures designed to promote the integrity of the corporate management and the securities markets. Some of these measures have been adopted in response to legal requirements. Others have been adopted by companies in response to the requirements of national securities exchanges, such as the NYSE or the NASDAQ, on which their securities are listed. Prospective investors should bear in mind our current lack of Sarbanes Oxley measures in formulating their investment decisions.

**We may be exposed to potential risks relating to our internal controls over financial reporting and our ability to have those controls attested to by our independent auditors.**

As directed by Section 404 of the Sarbanes-Oxley Act of 2002 ("SOX 404"), the Securities and Exchange Commission adopted rules requiring smaller reporting companies, such as our company, to include a report of management on the company's internal controls over financial reporting in their annual reports for fiscal years ending on or after December 15, 2007. We were required to include the management report in annual reports starting with the year ending December 31, 2009. Previous SEC rules required a non-accelerated filer to include an attestation report in its annual report for years ending on or after June 15, 2010. Section 989G of the Dodd-Frank Act added SOX Section 404(c) to exempt from the attestation requirement smaller issuers that are neither accelerated filers nor large accelerated filers under Rule 12b-2. Under Rule 12b-2, subject to periodic and annual reporting criteria, an "accelerated filer" is an issuer with market value of \$75 million, but less than \$700 million; a "large accelerated filer" is an issuer with market value of \$700 million or greater. As a result, the exemption effectively applies to companies with less than \$75 million in market capitalization.

**The trading of our common stock is limited under the SEC's penny stock regulations, which will adversely affect the liquidity of our common stock.**

The trading price of our common stock is currently less than \$5.00 per share and, as a result, our common stock is considered a "penny stock", and trading in our common stock would be subject to the requirements of Rule 15c-9 under the Exchange Act. Under this rule, broker/dealers who recommend low-priced securities to persons other than established customers and accredited investors must satisfy special sales practice requirements. Generally, the broker/dealer must make an individualized written suitability determination for the purchaser and receive the purchaser's written consent prior to the transaction.

SEC regulations also require additional disclosure in connection with any trades involving a "penny stock," including the delivery, prior to any penny stock transaction, of a disclosure schedule explaining the penny stock market and its associated risks. These requirements severely limit the liquidity of securities in the secondary market because few broker or dealers are likely to undertake these compliance activities. In addition to the applicability of the penny stock rules, other risks associated with trading in penny stocks could also be price fluctuations and the lack of a liquid market. An active and liquid market in our common stock may never develop due to these factors.

## **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

As of March 2015 the Company converted Convertible Notes Payable for which accredited investors paid \$1,635,000 cash and earned \$34,249 in accrued interest into 11,923,208 of common stock.

As of March 2015 the Company converted options and warrants of \$98,104 into 618,991 of common stock.

As of March 2015 the Company converted accounts payable owed of \$154,623 into 637,352 of common stock in settlement of the debts.

From February 26, 2015 through April 7, 2015, the Company entered into subscription agreements with accredited investors (the “2015 Accredited Investors”) pursuant to which the 2015 Accredited Investors purchased an aggregate of 3,209,841 shares of the Company’s common stock (the “2015 Subscription Shares”) for an aggregate purchase price of \$930,854.

On June 17, 2015, the Company issued a Promissory Note (the “Note”) to JMJ Financial (“JMJ”) in the principal amount of \$100,000. JMJ has the ability to fund up to \$400,000. On June 17, 2015, JMJ funded an initial tranche of \$100,000 pursuant to the terms thereof. The parties entered into a settlement agreement in November 2015 and the Note was paid in full

On June 30, 2015, (the “Initial Closing Date”), the Company entered into a Securities Purchase Agreement (the “Peak One Agreement”) with Peak One Opportunity Fund L.P., a Delaware limited partnership (“Peak One”). Pursuant to the Peak One Agreement, Peak One agreed to purchase from the Company up to \$500,000 in convertible debentures (the “Debentures”), bearing interest at a rate of 0% per annum, with maturity on the third anniversary of the respective date of issuance, for an aggregate purchase price of \$450,000. On the Initial Closing Date, the Company issued and sold to Peak One, and Peak One purchased from the Company, a first Debenture in the principal amount of \$150,000 for a purchase price of \$135,000. In November 2015, Peak One was paid in full.

On July 7, 2015 (the "Issuance Date"), the Company entered into a Convertible Note (the "Vista Note") with Vista Capital Investments, LLC ("Vista") in the Original Principal Amount of \$250,000 (including a 10% Original Issue Discount ("OID")). The parties entered into a settlement agreement in November 2015 and the Vista Note was paid in full.

On July 13, 2015 (the "Issuance Date"), the Company completed the sale of a Convertible Note ("Cardinal Note") in the principal amount \$250,000 to Cardinal Capital Group, Inc. ("Cardinal Group"). The Cardinal Note has an Original Issue Discount ("OID") of \$25,000 and carries a one-time interest charge of 12% payable on the entire principal amount. The parties entered into a settlement agreement in November 2015 and the Cardinal Note was paid in full.

On February 13, 2015 Marshall Cogan entered into an agreement with the Company to serve as Chief Investment Officer. In addition, Mr. Cogan was appointed as Chairman of the Board of directors for the Company, replacing James Taylor, who remains on the Board as a director. Mr. Cogan entered into a letter of agreement with the Company to receive an annual salary of \$135,000 and options to acquire 7,500,000 shares of common stock, exercisable for the three year Employment Term at \$0.15 per share ("Executive Stock Options"), subject to vesting. The Executive Stock Options were to be earned and vested in equal tranches of 2,500,000 on the one-year, two-year and three-year anniversary of the agreement, which such vesting is subject to Executive's continued employment as an executive with the Company as of the vesting date. In May 2015, the Company terminated Marshall S. Cogan as Chief Investment Officer. Further, the Executive Employment Agreement and the Stock Option Agreement entered between the Company and Mr. Cogan dated February 13, 2015 have also been terminated. On June 17, 2015, Mr. Cogan submitted his resignation as a director of the Board of Directors (the "Board") of the Company. Prior to his resignation, Mr. Cogan served as Chairman of the Board. Effective as of his resignation, Mr. Cogan is no longer a member of the Board nor does he serve as Chairman. Mr. Cogan did not serve on any committees to the Board.

On September 10, 2015, the Company entered into subscription agreements with several accredited investors (the "2015 Accredited Investors") pursuant to which the 2015 Accredited Investors purchased an aggregate of 4,340,000 shares of the Company's common stock (the "2015 Subscription Shares") for an aggregate purchase price of \$1,085,000.

On November 9, 2015 (the "Closing Date"), the Company entered into Securities Purchase Agreements with several accredited investors (the "Investors") providing for the sale by the Company to the Investors of 6% Convertible Promissory Notes in the aggregate amount of \$8,750,001 (the "Notes"). In addition to the Notes, the Investors also received stock purchase warrants (the "Warrants") to acquire an aggregate of 25,000,003 shares of common stock of the Company. The Warrants are exercisable for five years at an exercise price of \$0.528, which is 120% of the closing price of the Company's common stock on the OTCQB Marketplace on the trading day immediately prior to the Closing Date.

The Notes mature on the earlier of (i) two years from the date of issuance, (ii) the Company's listing of its common stock on The Nasdaq Stock Market or the NYSE MKT (the "Listing") or (iii) upon a change of control (collectively, the

"Maturity Date"). At the option of the Investors, all or a portion of the Notes may be converted into shares of common stock of the Company at \$0.35 per share (the "Offering Price"). The Notes are convertible into shares of common stock of the Company automatically on the Maturity Date at the lower of the Offering Price, lower of the opening and closing prices of the Company's common stock on the initial trading day on a national exchange, the price per share paid by public investors in an underwritten public offering conducted in connection with the Listing or the per share consideration paid in a change of control. Interest is payable on the Maturity Date and upon the optional conversion by an investor in shares of Common Stock, cash or a mixture of both, at the option of the Company at the public market price on the trading day immediately preceding such date.

The Company claims an exemption from the registration requirements of the Securities Act of 1933 (the "Securities Act") for the private placement of these securities pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506 of Regulation D promulgated under the Securities Act. The Investors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act. As of the date hereof, the Company is obligated on \$8,750,001 in face amount of Notes issued to the Investors. The Notes are a debt obligation arising other than in the ordinary course of business which constitute a direct financial obligation of the Company. Maxim Group LLC, a registered broker-dealer (member, FINRA/SIPC), acted as the Placement Agent for the offering and received \$787,500.09 in fees and a common stock purchase warrant to acquire 2,249,998 shares of common stock for a period of five years at an exercise price of \$0.528 per share.

This issuance of the above securities is exempt from the registration requirements under Rule 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 as promulgated under Regulation D. The above investors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

### **ITEM 5. OTHER INFORMATION**

None.

### **ITEM 6. EXHIBITS**

Exhibit No.	Description
3.1	Certificate of Designation for Series A Preferred Stock (1)
3.2	Certificate of Change (2)
3.3	Certificate of Correction (2)
3.4	Articles of Merger (3)
3.5	Certificate of Correction (Articles of Merger) (3)
3.6	Certificate of Amendment to the Certificate of Incorporation (4)
3.7	Certificate of Incorporation (5)
3.8	Articles of Merger between AMP Holding Inc. Workhorse Group Inc. (22)
4.1	Stock Option to acquire 500,000 shares of common stock issued to James Taylor dated May 25, 2011 (6)
4.2	Common Stock Purchase Warrant to acquire 500,000 shares of common stock issued to James Taylor dated May 25, 2011 (6)
4.3	

Edgar Filing: Workhorse Group Inc. - Form 10-Q

- Stock Option to acquire 500,000 shares of common stock issued to Stephen Burns dated May 25, 2011 (6)
- 4.4 Common Stock Purchase Warrant to acquire 500,000 shares of common stock issued to Stephen Burns dated May 25, 2011 (6)
- 4.5 Conversion Letter Agreement by and between Stephen Burns and AMP Holding Inc. (7)
- 4.6 Promissory Note in the principal amount of \$232,400 dated November 20, 2012 payable to EASi and Aerotek (8)
- 4.7 Form of Subscription Agreement by and between AMP Holding Inc. and the January 2013 Accredited Investor (9)
- 4.8 Form of Warrant by and between AMP Holding Inc. and the January 2013 Accredited Investor (9)
- 4.9 Promissory Note dated January 29, 2013 (9)

- 4.10 Common Stock Purchase Warrant issued to Stephen Baksa (10)
- 4.11 Secured Debenture by and between Workhorse Custom Chassis, LLC and AMP Trucks Inc. dated March 13, 2013 (11)
- 4.12 Security Agreement by and between Workhorse Custom Chassis, LLC and AMP Trucks Inc. dated March 13, 2013 (11)
- 4.13 Mortgage, Security Agreement, Assignment of Rents and Fixture Filing by and between Workhorse Custom Chassis, LLC and AMP Trucks Inc. dated March 13, 2013 (11)
- 4.14 Form of Subscription Agreement entered by and between AMP Holding Inc. and the March 2013 Accredited Investors (11)
- 4.15 Form of Common Stock issued to the March 2013 Accredited Investors (11)
- 4.16 2014 Incentive Stock Plan (12)
- 4.17 Subscription Agreement by and between AMP Holding, Inc. and Joseph T. Lukens (13)
- 4.18 Form of Common Stock Purchase issued to Joseph T. Lukens (13)
- 4.19 Form of Subscription Agreement entered between AMP Holding Inc. and the December 2014 Investors (20)
- 4.20 Form of 14% Unsecured Convertible Promissory Note issued to the December 2014 Investors (20)
- 4.21 Form of Common Stock Purchase Warrant issued to the December 2014 Investors (20)
- 4.22 Stock Option Agreement issued to James Taylor dated February 13, 2015 (21)
- 4.23 Promissory Note Issued to JMJ Financial (23)
- 4.24 Securities Purchase Agreement, dated September 30, 2015, between the Company and Peak One (24)
- 4.25 Debenture, issued June 30, 2015, by the Company to Peak One (24)
- 4.26 \$250,000 Convertible Note, dated July 7, 2015, issued to Vista capital Investments, LLC (25)
- 4.27 \$250,000 Convertible Note, dated July 13, 2015, issued to Cardinal Capital Group, Inc. (26)
- 4.28 Form of Subscription Agreement by and between Workhorse Group Inc. and the 2015 Accredited Investors (27)
- 4.29 Form of Securities Purchase Agreement entered between Workhorse Group Inc. and the November 2015 Investors (28)
- 4.30 Form of 6% Convertible Promissory Note issued to the November 2015 Investors (28)
- 4.31 Form of Stock Purchase Warrant issued to the November 2015 Investors (28)
  
- 10.1 Share Exchange Agreement dated as of December 28, 2009 by and among Advanced Mechanical Products, Inc., the shareholders of Advanced Mechanical Products, Inc. and Title Starts Online, Inc. (1)
- 10.2 Director Agreement by and between AMP Holding Inc., and James E. Taylor dated October 11, 2010 (14)
- 10.3 Employment Agreement by and between AMP Holding Inc. and Stephen S. Burns dated December 8, 2010 (15)



- 10.4 Letter Agreement by and between AMP Holding Inc. and Martin J. Rucidlo dated August 24, 2012 (16)
  - 10.5 Release and Settlement Agreement by and between ESG Automotive, Inc., AMP Holding Inc. and AMP Electric Vehicles Inc. (8)
  - 10.6 Conversion Agreement by and between AMP Holding Inc. and an accredited investor dated February 21, 2013 (9)
  - 10.7 Asset Purchase Agreement by and between Workhorse Custom Chassis, LLC, as Seller, and AMP Trucks Inc., as Buyer dated as of March 4, 2013 (11)
  - 10.8 Amendment No. 1 to the Asset Purchase Agreement by and between Workhorse Custom Chassis, LLC, as Seller, and AMP Trucks Inc., as Buyer dated as of March 13, 2013 (11)
  - 10.9 Employment Agreement between AMP Holding Inc. and Julio C. Rodriguez dated August 15, 2013 (17)
  - 10.10 Director Agreement by and between AMP Holding Inc. and Raymond Chess dated October 24, 2013 (18)
  - 10.11 Executive Employment Agreement entered between AMP Holding Inc. and Mashall S. Cogan dated February 13, 2015 (21)
  - 10.12 Director Agreement entered between AMP Holding Inc. and Marshall S. Cogan dated February 13, 2015 (21)
  - 10.13 Stock Option Agreement entered between AMP Holding Inc. and Marshall S. Cogan dated February 13, 2015 (21)
  - 21.1 List of Subsidiaries (19)
  - 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
  - 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
  - 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 
- (1) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on January 4, 2010.
  - (2) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on May 25, 2010.
  - (3) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on May 25, 2010.
  - (4) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on September 10, 2010.
  - (5) Incorporated by referenced to the Form SB-2 Registration Statement filed with the Securities and Exchange Commission on February 4, 2008.
  - (6) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on June 1, 2011.
  - (7) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 11, 2012.
  - (8) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on January 11, 2013.
  - (9) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on February 5, 2013.
  - (10) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on February 28, 2013.



- (11) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on March 13, 2013.
- (12) Incorporated by reference to the Form S-8 Current Report filed with the Securities and Exchange Commission on January 17, 2014.
- (13) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on March 19, 2014.
- (14) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 19, 2010.
- (15) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on December 13, 2010.
- (16) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on August 30, 2012.
- (17) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on August 16, 2013.
- (18) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on October 30, 2013.
- (19) Incorporated by reference to the Form 10-K Annual Report filed with the Securities and Exchange Commission on April 15, 2014.
- (20) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on December 11, 2014.
- (21) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on February 19, 2015.
- (22) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on April 16, 2015.
- (23) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on June 19, 2015.
- (24) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 1, 2015.
- (25) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 14, 2015.
- (26) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on July 17, 2015.
- (27) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on September 10, 2015.
- (28) Incorporated by reference to the Form 8-K Current Report filed with the Securities and Exchange Commission on November 12, 2015.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WORKHORSE GROUP INC.**

Dated: November 16, 2015 By: /s/ Stephen S. Burns  
Name: Stephen S. Burns  
Title: Chief Executive Officer  
(Principal Executive Officer)

Dated: November 16, 2015 By: /s/ Julio C. Rodriguez  
Name: Julio C. Rodriguez  
Title: Chief Financial Officer  
(Principal Financial and Accounting Officer)