

MARATHON ASSET MANAGEMENT LP

Form 3

January 07, 2019

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *MARATHON ASSET
MANAGEMENT LP

(Last) (First) (Middle)

ONE BRYANT PARK, 38TH
FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/31/20183. Issuer Name and Ticker or Trading Symbol
Workhorse Group Inc. [WKHS]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expirable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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

Reporting Owners

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

Signatures

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

01/07/2019

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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