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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): July 10, 2018

Ekso Bionics Holdings, Inc.

(Exact Name of Registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-37854
(Commission File Number)

99-0367049
(IRS Employer
Identification No.)

1414 Harbour Way South, Suite 1201
Richmond, California 94804
(Address of principal executive offices, including zip code)

(510) 984-1761
(Registrant's telephone number, including area code)

Not Applicable

(Registrant's former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On July 10, 2018, Ekso Bionics Holdings, Inc. (the “Company”) filed a prospectus supplement with respect to the continuation of the offering of 1,603,442 shares of the Company’s common stock (the “Warrant Shares”) underlying previously issued, currently outstanding warrants (the “Existing Warrants”) to purchase shares of the Company’s common stock at an exercise price of \$3.74.

The Existing Warrants were originally issued in a registered offering pursuant to a prospectus supplement dated December 23, 2015 and a prospectus dated July 9, 2015 (the “2015 Prospectus”), and the Warrant Shares were originally offered under the 2015 Prospectus. The registration statement with respect to the 2015 Prospectus (File No. 333-205168) expired on July 9, 2018, the third anniversary of its effective date. Pursuant to a Securities Purchase Agreement, dated December 23, 2015, by and among the Company and the purchasers party thereto (the “Securities Purchase Agreement”), the Company is using its best efforts to keep a registration statement registering the issuance or resale of the Warrant Shares effective during the five-year term of the Existing Warrants, which expires December 23, 2020.

Accordingly, the registration of the issuance of the Warrant Shares under the prospectus supplement filed on July 10, 2018 and a prospectus dated June 16, 2017 (the “2018 Prospectus”) is in satisfaction of the Company’s contractual obligation pursuant to the Securities Purchase Agreement to keep a registration statement registering the issuance of the Warrant Shares effective. The 2018 Prospectus does not relate to the Company’s issuance of additional shares of common stock beyond the 1,603,442 shares underlying the Existing Warrants, and no other warrants or other securities are being issued in connection with the 2018 Prospectus.

In connection with the 2018 Prospectus, Snell & Wilmer L.L.P. delivered a legal opinion to the Company relating to the validity of the Warrant Shares. Such opinion is filed as an exhibit to this report and is incorporated herein by reference.

Item 9.01 Exhibits

(d) Exhibits

- 4.1 [*Form of Existing Warrant \(incorporated by reference from Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on December 24, 2015\)*](#)
- 10.1 [*Securities Purchase Agreement dated December 23, 2015 \(incorporated by reference from Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on December 24, 2015\)*](#)
- 5.1* [*Opinion of Snell & Wilmer L.L.P.*](#)
- 23.1* [*Consent of Snell & Wilmer L.L.P. \(included in Exhibit 5.1\)*](#)

* Filed herewith

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EKSO BIONICS HOLDINGS, INC.

By: /s/ Maximilian Scheder-Bieschin

Name: Maximilian Scheder-Bieschin

Title: Chief Financial Officer

Dated: July 10, 2018

Snell & Wilmer

L.L.P.
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SALT LAKE CITY
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July 10, 2018

Ekso Bionics Holdings, Inc.
1414 Harbour Way, Suite 1201
Richmond, CA 94804

Re: Offering of 1,603,442 Shares of Common Stock Underlying Warrants to Purchase Shares of Common Stock of Ekso Bionics Holdings, Inc.

Ladies and Gentlemen:

We are acting as counsel to Ekso Bionics Holdings, Inc., a Nevada corporation (the "Company"), in connection with the offering of 1,603,442 shares of common stock underlying warrants to purchase shares of common stock of the Company, par value \$0.001 per share (the "Warrant Shares"), pursuant to a Registration Statement on Form S-3 (File No. 333-218517) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), and declared effective by the Commission on June 16, 2017, the related prospectus included therein (the "Prospectus"), and the prospectus supplement dated the date hereof filed with the Commission pursuant to Rule 424(b)(5) promulgated under the Act (the "Prospectus Supplement").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Articles of Incorporation of the Company, as amended through the date hereof; (ii) the By-Laws of the Company, as amended through the date hereof; (iii) certain resolutions of the Board of Directors (the "Board") of the Company, relating to the issuance, sale and registration of the Warrant Shares; (iv) the Registration Statement; (v) the Prospectus and (vi) the Prospectus Supplement. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of certain other corporate records, documents, instruments and certificates of public officials and of the Company, and we have made such inquiries of officers of the Company and public officials and considered such questions of law as we have deemed necessary for purposes of rendering the opinions set forth herein. Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

Based upon, subject to and limited by the foregoing, we are of the opinion that the Warrant Shares have been duly and validly authorized and upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statement, the Prospectus and the Prospectus Supplement, will be legally issued, fully-paid and nonassessable.

We express no opinion as to matters governed by any laws other than the general corporate law of the State of Nevada as set forth in Chapter 78 of the Nevada Revised Statutes and the federal laws of the United States of America, as in effect on the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Current Report on Form 8-K announcing the filing of the Prospectus Supplement and to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Snell and Wilmer L.L.P.

Snell and Wilmer L.L.P.
