

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): **August 14, 2017**

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 name or former address, if change 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 August 14, 2017, Ekso Bionics Holdings, Inc. (the "Company") commenced its previously announced rights offering (the "Rights Offering") pursuant to which each holder of shares of the Company's common stock, par value \$0.001 per share ("Common Shares") and certain of the Company's warrants ("Warrants") received one non-transferable subscription right (each, a "Subscription Right") for every Common Share owned (or for which Warrants could be exercised) as of August 10, 2017, which was the record date for the Rights Offering (the "Record Date"). Each Subscription Right entitles holders to purchase 1.1608 Common Shares at a subscription price of \$1.00 per share. On August 14, 2017, the Company commenced the mailing of a prospectus supplement, the accompanying prospectus and certain other ancillary documents relating to the Rights Offering to holders of Common Shares and Warrants as of the Record Date. Such ancillary documents are filed as exhibits to this report and are incorporated herein by reference.

In connection with the Rights Offering, Nutter McClennen & Fish LLP delivered a legal opinion to the Company relating to the validity of the Subscription Rights and the Common Shares issuable upon exercise of the Subscription Rights and payment of consideration therefor. Such opinion is filed as an exhibit to this report and is incorporated herein by reference.

On August 14, 2017, the Company issued a press release announcing the commencement of the Rights Offering. A copy of such press release is filed as an exhibit to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit</u>	<u>Description</u>
Exhibit 4.1	Form of Subscription Rights Certificate
Exhibit 5.1	Opinion of Nutter McClennen & Fish LLP
Exhibit 23.1	Consent of Nutter McClennen & Fish LLP (included in Exhibit 5.1)
Exhibit 99.1	Form of Instructions as to Use of Subscription Rights Certificates
Exhibit 99.2	Form of Letter to Shareholders who are Record Holders
Exhibit 99.3	Form of Letter to Brokers, Dealers, Banks and Other Nominees
Exhibit 99.4	Form of Letter to Clients of Nominee Holders
Exhibit 99.5	Form of Beneficial Owner Election Form
Exhibit 99.6	Form of Nominee Holder Certification
Exhibit 99.7	Form of Notice of Important Tax Information
Exhibit 99.8	Press release dated August 14, 2017

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: August 17, 2017

RIGHTS CERTIFICATE #:

NUMBER OF RIGHTS:

THE TERMS AND CONDITIONS OF THE RIGHTS OFFERING ARE SET FORTH IN THE COMPANY'S PROSPECTUS SUPPLEMENT DATED AUGUST 14, 2017 (THE "PROSPECTUS SUPPLEMENT") AND ARE INCORPORATED HEREIN BY REFERENCE. COPIES OF THE PROSPECTUS SUPPLEMENT ARE AVAILABLE UPON REQUEST FROM VSTOCK TRANSFER, LLC AND KATALYST SECURITIES LLC, THE INFORMATION AGENTS.

EKSO BIONICS HOLDINGS, INC.

Incorporated under the laws of the State of Nevada

NON-TRANSFERABLE SUBSCRIPTION RIGHTS CERTIFICATE

Evidencing Non-Transferable Subscription Rights to Purchase Common Shares, \$0.001 par value, of Ekso Bionics Holdings, Inc.

Subscription Price: \$1.00 per Share

THE SUBSCRIPTION RIGHTS WILL EXPIRE IF NOT EXERCISED ON OR BEFORE 5:00 P.M., EASTERN DAYLIGHT TIME, ON AUGUST 31, 2017, UNLESS EXTENDED BY THE COMPANY

**REGISTERED
OWNER:**

THIS CERTIFIES THAT the registered owner whose name is inscribed hereon is the owner of the number of non-transferable subscription rights ("Subscription Rights") set forth above. Each whole Subscription Right entitles the holder thereof to subscribe for and purchase 1.1608 common shares, with a par value of \$0.001 per share, of Ekso Bionics Holdings, Inc., a Nevada corporation (the "Company"), at a subscription price of \$1.00 per share (the "Basic Subscription Right"), pursuant to a rights offering (the "Rights Offering"), on the terms and subject to the conditions set forth in the Prospectus Supplement and the "Instructions as to Use of Ekso Bionics Holdings, Inc. Rights Certificates" accompanying this Rights Certificate. If any common shares available for purchase in the Rights Offering are not purchased by other holders of Subscription Rights pursuant to the

exercise of their Basic Subscription Right or by the Committed Investor (as defined in the Prospectus Supplement) pursuant to the Purchase Commitment (as defined in the Prospectus Supplement) (the "Unsubscribed Shares"), any holder that exercises its Basic Subscription Right in full may subscribe for a number of Unsubscribed Shares pursuant to the terms and conditions of the Rights Offering, subject to proration, as described in the Prospectus Supplement (the "Oversubscription Right"). The Subscription Rights represented by this Rights Certificate may be exercised by completing Forms 1 and 2 on the reverse side hereof and by retuning the full payment of the subscription price for each common share in accordance with the "Instructions as to Use of Ekso Bionics Holdings, Inc. Rights Certificates" that accompany this Rights Certificate.

This Subscription Rights Certificate is not valid unless countersigned by the subscription agent and registered by the registrar.

Witness the seal of Ekso Bionics Holdings, Inc. and the signatures of its duly authorized officers.

Dated: August 14, 2017

COUNTERSIGNED AND REGISTERED:

By: _____
VSTOCK TRANSFER, LLC

Chief Executive Officer & President

Chief Financial Officer, Secretary & Treasurer

DELIVERY OPTIONS FOR SUBSCRIPTION RIGHTS CERTIFICATE

Delivery may be made by mail, hand, express mail, courier or other expedited service to the following address:

VStock Transfer, LLC
18 Lafayette Place
Woodmere, New York 11598

Delivery other than in the manner or to the address set forth above will not constitute valid delivery.

PLEASE PRINT ALL INFORMATION CLEARLY AND LEGIBLY.

FORM 1—EXERCISE OF SUBSCRIPTION RIGHTS

To subscribe for shares pursuant to your Basic Subscription Right, please complete lines (a) and (c) and sign under Form 2 below. To subscribe for shares pursuant to your Oversubscription Right, please also complete line (b) and sign under Form 2 below. To the extent you subscribe for more common shares than you are entitled under either the Basic Subscription Right or the Oversubscription Right, you will be deemed to have elected to purchase the maximum number of shares for which you are entitled to subscribe under the Basic Subscription Right or Oversubscription Right, as applicable.

(a) EXERCISE OF BASIC SUBSCRIPTION RIGHT:

I apply for _____ shares x \$ 1.00 =
\$ _____
(no. of new shares) (subscription price) (amount enclosed)

(b) EXERCISE OF OVERSUBSCRIPTION RIGHT

If you have exercised your Basic Subscription Right in full and wish to subscribe for additional shares pursuant to your Oversubscription Right:

I apply for _____ shares x \$ 1.00 =
\$ _____
(no. of new shares) (subscription price) (amount enclosed)

(c) Total Amount of Payment Enclosed = \$ _____

METHOD OF PAYMENT (CHECK ONE)

- Certified or uncertified check drawn against a U.S. bank payable to "VStock Transfer, LLC (acting as Subscription Agent for Ekso Bionics Holdings, Inc.)"
- Bank check (cashier's check) drawn against a U.S. bank payable to "VStock Transfer, LLC (acting as Subscription Agent for Ekso Bionics Holdings, Inc.)"
- Wire transfer of immediately available funds directly to the account maintained by VStock Transfer, LLC, as Subscription Agent, for purposes of accepting subscriptions in this Rights Offering at CitiBank, N.A., 530 Central Avenue, Cedarhurst, NY 11516, Account name: Ekso Bionics Holdings, Inc., Routing #021000089, Account #6782422781, Swift # CitiUS33, with reference to the Subscription Rights holder's name.

FORM 2—SIGNATURE

TO SUBSCRIBE: I acknowledge that I have received the Prospectus Supplement for this Rights Offering and I hereby irrevocably subscribe for the number of shares indicated above on the terms and conditions specified in the Prospectus Supplement. I agree to cooperate with the Company and provide to the Company any and all information requested by the Company in connection with the exercise of the rights granted in the previous sentence.

Signature(s): _____

IMPORTANT: The signature(s) must correspond with the name(s) as printed on the reverse of this Subscription Rights Certificate in every particular, without alteration or enlargement, or any other change whatsoever.

FOR INSTRUCTIONS ON THE USE OF EKSO BIONICS HOLDINGS, INC. SUBSCRIPTION RIGHTS CERTIFICATES, CONSULT VSTOCK TRANSFER, LLC OR KATALYST SECURITIES LLC, THE INFORMATION AGENTS, AT 212-828-8436 OR 212-400-6993, RESPECTIVELY.



Erin M. Anderman

Direct Line: (617) 439-2446

Fax: (617) 310-9446

E-mail: eanderman@nutter.com

August 17, 2017
114211-4

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

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Ekso Bionics Holdings, Inc., a Nevada corporation (the "Company"), in connection with the filing of a Prospectus Supplement, dated August 14, 2017 (the "Prospectus Supplement"), to the Registration Statement (No. 333-218517) on Form S-3 (as the same may be amended, the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Prospectus Supplement relates to the offering of up to \$34,000,000 of shares of the Company's common stock, par value \$0.001 per share (collectively, the "Shares"), issuable upon the exercise of subscription rights (the "Subscription Rights"). This opinion is being rendered in connection with the filing of the Prospectus Supplement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

We have examined such documents and made such other investigation as we have deemed appropriate to render the opinions set forth below. As to matters of fact material to our opinions, we have relied, without independent verification, on certificates and other inquiries of officers of the Company. We have also relied on certificates of public officials.

In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; and (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed.

Our opinions expressed below are subject to the qualifications that we express no opinion as to the applicability of, compliance with or effect of: (i) any bankruptcy, insolvency, reorganization, preference, fraudulent conveyance, fraudulent transfer, moratorium or other similar laws relating to or affecting the rights and remedies of creditors generally; (ii) general principles of equity, whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), concepts of materiality, reasonableness, good faith and fair dealing, and the discretion of the court before which a proceeding is brought; or (iii) public policy considerations that may limit the rights of parties to obtain certain remedies.



August 17, 2017
Page 2

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated herein and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that (i) the Subscription Rights have been duly authorized and, when issued as described in the Prospectus Supplement, will constitute valid and binding obligations of the Company and (ii) the Shares, when issued upon exercise of the Subscription Rights against payment therefor in accordance with the terms of the Subscription Rights and the Prospectus Supplement, will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any other jurisdiction, other than the Federal laws of the United States of America, the internal laws of the Commonwealth of Massachusetts, and the general corporate law of the State of Nevada as set forth in Chapter 78 of the Nevada Revised Statutes.

This opinion letter shall be interpreted in accordance with the Legal Opinion Principles issued by the Committee on Legal Opinions of the American Bar Association's Business Law Section as published in 53 Bus. Law. 831 (May 1998).

We hereby consent to the filing of this opinion with the Commission as an exhibit to a Current Report on Form 8-K and the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission.

/s/ Nutter, McClennen & Fish, LLP

NUTTER, McCLENNEN & FISH, LLP

EMA/JED/MKK

**FORM OF INSTRUCTIONS AS TO USE OF
EKSO BIONICS HOLDINGS, INC.
RIGHTS CERTIFICATES**

PLEASE CONSULT THE INFORMATION AGENTS OR YOUR BANK OR BROKER AS TO ANY QUESTIONS

The following instructions relate to a rights offering (the "Rights Offering") by Ekso Bionics Holdings, Inc., a Nevada corporation (the "Company"), to the holders of record of its common shares, par value \$0.001 per share ("Common Shares") and certain of its warrants ("Warrants"), as described in the Company's prospectus supplement dated August 14, 2017 (the "Prospectus Supplement"). Holders of record of Common Shares and Warrants as of 5:00 p.m., Eastern Daylight Time, on August 10, 2017 (the "Record Date") are receiving, at no charge, non-transferable subscription rights (the "Rights") to subscribe for and purchase up to 34,000,000 of the Company's Common Shares at a subscription price of \$1.00 per share (the "Subscription Price"). VStock Transfer, LLC is acting as subscription agent for the Rights Offering (the "Subscription Agent").

Each holder will receive one Right for each Common Share owned (or issuable on exercise of the Warrants) of record as of 5:00 p.m., Eastern Daylight Time, on the Record Date. The Rights will expire, if not exercised prior to 5:00 p.m., Eastern Daylight Time, on August 31, 2017 (the "Expiration Date"), unless the Company extends such Expiration Date. Each Right entitles the holder thereof, at the election of such holder, to subscribe for 1.1608 Common Shares at the Subscription Price (the "Basic Subscription Right"). If a holder exercises its Basic Subscription Rights in full, subject to the allocation described below, the holder will be entitled to an oversubscription right to purchase additional Common Shares that have not been purchased by other holders pursuant to their Basic Subscription Right or by the Committed Investor (as defined in the Prospectus Supplement) pursuant to the Purchase Commitment (as defined in the Prospectus Supplement), at the Subscription Price (the "Oversubscription Right").

If an insufficient number of shares are available to fully satisfy all Oversubscription Right requests, then the Company will allocate the available shares among the holders exercising the Oversubscription Right first, pro rata according to each holder's percentage ownership of Common Shares prior to the Rights Offering and second, pro rata according to the number of Common Shares subscribed for by each holder pursuant to the Oversubscription Right.

The Company will not issue fractional shares in the Rights Offering. Fractional shares resulting from the exercise of the Basic Subscription Right and the Oversubscription Right will be eliminated by rounding down to the nearest whole share, with the total subscription payment being adjusted accordingly. Any excess subscription payments received by the Subscription Agent will be returned, without interest or penalty, as soon as practicable following the closing of the Rights Offering.

The Rights will be evidenced by non-transferable Rights certificates ("Rights Certificates"). The number of Rights to which you are entitled is printed on the face of your Rights Certificate. You should indicate your wishes with regard to the exercise of your Rights by completing the appropriate section on the back of your Rights Certificate and returning the Rights Certificate with your payment to the Subscription Agent in the envelope provided.

YOUR RIGHTS CERTIFICATE MUST BE RECEIVED BY THE SUBSCRIPTION AGENT PRIOR TO 5:00 P.M., EASTERN DAYLIGHT TIME, ON THE EXPIRATION DATE. PAYMENT OF THE SUBSCRIPTION PRICE OF ALL RIGHTS EXERCISED, INCLUDING FINAL CLEARANCE OF ANY CHECKS, MUST BE RECEIVED BY THE SUBSCRIPTION AGENT PRIOR TO 5:00 P.M., EASTERN DAYLIGHT TIME, ON THE EXPIRATION DATE. RIGHTS NOT VALIDLY EXERCISED, OR WHICH ARE EXERCISED AND REVOKED, PRIOR TO 5:00 P.M., EASTERN DAYLIGHT TIME, ON THE EXPIRATION DATE WILL EXPIRE. IN CASE YOU HOLD RIGHTS THROUGH A BROKER OR OTHER NOMINEE, YOU SHOULD VERIFY WITH YOUR BROKER OR NOMINEE BY WHEN YOU MUST DELIVER YOUR INSTRUCTION.

1. Method of Subscription — Exercise of Rights

Your Rights are evidenced by a non-transferable Rights Certificate, which will either be a physical certificate or electronic certificate issued through the facilities of the Subscription Agent. The Rights Certificates will be delivered to record holders or, if a shareholder's Common Shares are registered in the name of a broker, dealer, custodian bank or other nominee, on his, her or its behalf, to such broker, dealer, custodian bank or other nominee.

The Rights may be exercised by registered holders of Common Shares by completing and signing the Rights Certificate and delivering the completed and duly executed Rights Certificate, together with the full subscription payment, to the Subscription Agent at the address set forth below. Completed Rights Certificates and related payments must be received by the Subscription Agent prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date.

If you are a beneficial owner of Common Shares that are registered in the name of a broker, dealer, custodian bank or other nominee and you wish to exercise your Rights, you should instruct your broker, dealer, custodian bank or other nominee to exercise your Rights on your behalf by delivering all documents and payment on your behalf prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date. This means that you should give such instructions to your broker, dealer, custodian bank or other nominee no later than the business day before the Expiration Date. The Company will ask your record holder to notify you of the Rights Offering. You should complete and return to your record holder the appropriate subscription documentation you receive from your record holder. Your Rights will not be considered exercised unless the Subscription Agent receives from your broker, dealer, custodian bank or other nominee all of the required documents and your full subscription payment prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date. Brokers, dealers, custodian banks or other nominee holders of Rights will be required to certify to the Subscription Agent, before any Basic Subscription Right or Oversubscription Right may be exercised with respect to any particular beneficial owner, as to the aggregate number of Common Shares subscribed for pursuant to the Basic Subscription Right and Oversubscription Right by such beneficial owner.

Nominees, such as brokers, dealers, custodian banks or other nominees, who hold Common Shares for the account of others, should notify the respective beneficial owners as soon as possible to ascertain the beneficial owners' intentions and to obtain instructions with respect to the Rights. If the beneficial owner so instructs, the nominee should exercise the Rights on behalf of the beneficial owner and deliver all documents and payment prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date. Whether you are a record holder or hold through a broker, dealer, custodian bank or other nominee, the Company will not be obligated to honor your exercise of Rights if the Subscription Agent receives the documents relating to your exercise from you or from your nominee, as applicable, after the expiration of the Rights Offering, regardless of when you transmitted the documents.

The Company and the Subscription Agent will accept only properly completed and duly executed Rights Certificates actually received at any of the addresses listed below, prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date.

The Rights Certificate and payment of the Subscription Price must be delivered to the Subscription Agent by mail, hand, express mail, courier or other expedited service to the address set forth below:

VStock Transfer, LLC
18 Lafayette Place
Woodmere, New York 11598

DELIVERY TO AN ADDRESS OTHER THAN THAT ABOVE DOES NOT CONSTITUTE VALID DELIVERY AND, ACCORDINGLY, MAY BE REJECTED BY THE COMPANY. PLEASE DO NOT SEND RIGHTS CERTIFICATES OR PAYMENTS TO THE COMPANY.

If you do not indicate the number of Rights being exercised, or do not forward full payment of the Subscription Price, then you will be deemed to have exercised your Rights with respect to the maximum number of whole Rights that may be exercised with the aggregate Subscription Price you delivered to the Subscription Agent. If more Common Shares are subscribed for pursuant to the Oversubscription Right than are available for sale, additional Common Shares will be allocated pro rata among holders, as described in the Prospectus Supplement. If we do not apply your full Subscription Price payment to your purchase of Common Shares, the excess subscription payment received by the Subscription Agent will be returned to you, without interest, as soon as practicable.

2. Payment Method

Your payment of the Subscription Price must be made in U.S. dollars for the full number of Common Shares you wish to acquire under the Basic Subscription Right and Oversubscription Right by any of the following methods:

- certified or uncertified check drawn against a U.S. bank payable to "VStock Transfer, LLC (acting as Subscription Agent for Ekso Bionics Holdings, Inc.)";
- bank draft (cashier's check) drawn against a U.S. bank payable to "VStock Transfer, LLC (acting as Subscription Agent for Ekso Bionics Holdings, Inc.)"; or

wire transfer of immediately available funds directly to the account maintained by VStock Transfer, LLC, as Subscription Agent. If you desire to make payment by wire transfer, please see the wire instructions on the reverse side of the Rights Certificate.

All payments will be deemed to have been received by the Subscription Agent immediately upon receipt. Payment received after the expiration of the Rights Offering will not be honored, and the Subscription Agent will return your payment to you, without interest or deduction, as soon as practicable. Personal checks will not be accepted.

3. Issuance of Common Shares

Share certificates will not be issued for the Common Shares subscribed for in the Rights Offering. Promptly after the expiration of the Rights Offering, the Subscription Agent will arrange for issuance through The Depository Trust Company ("**DTC**") to each Rights holder of record that has validly exercised its Basic Subscription Right, the Common Shares purchased pursuant to the Basic Subscription Right. Common Shares subscribed for pursuant to the Oversubscription Right will be delivered through DTC as soon as practicable after the Expiration Date of the Rights Offering and following the completion of the Private Placement (as defined in the Prospectus Supplement) and any pro-rations as may be necessary in the event the oversubscription requests exceed the number of Common Shares not subscribed for pursuant to the Basic Subscription Right or issued to the Committed Investor (as defined in the Prospectus Supplement) pursuant to the Purchase Commitment (as defined in the Prospectus Supplement). If you are not a DTC participant, all Common Shares that you purchase in the Rights Offering will be issued in book-entry, or uncertificated, form. When issued, the Common Shares will be registered in the name of the Rights holder of record.

4. Excess Payments

As soon as practicable after the Expiration Date and after all pro-rations and adjustments contemplated by the terms of the Rights Offering have been effected (if any), any excess subscription payments received in payment of the Subscription Price to the Subscription Agent will be mailed to each Rights holder, without interest.

5. Sale or Transfer of Rights

The Rights granted to you are non-transferable and, therefore, you may not sell, transfer or assign your Rights to anyone.

6. Execution

(a) *Execution by Registered Holder.* The signature on the Rights Certificate must correspond with the name of the registered holder exactly as it appears on the face of the Rights Certificate without any alteration or change whatsoever. Persons who sign the Rights Certificate in a representative or other fiduciary capacity must indicate their capacity when signing on behalf of the registered holder and, unless waived by the Subscription Agent in its sole and absolute discretion, must present to the Subscription Agent satisfactory evidence of their authority to so act.

(b) *Execution by Person Other than Registered Holder.* If the Rights Certificate is executed by a person other than the holder named on the face of the Rights Certificate, proper evidence of authority of the person executing the Rights Certificate must accompany the same unless, for good cause, the Subscription Agent dispenses with proof of authority.

7. Method of Delivery

The method of delivery of Rights Certificates and payment of all subscription payments to the Subscription Agent will be at the election and risk of the Rights holder. If sent by mail, it is recommended that such certificates and payments be sent by overnight courier or by registered mail, properly insured, with return receipt requested, and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and the clearance of payment prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date. If you are a beneficial owner, you must act promptly to ensure that your broker, dealer, custodian bank or other nominee acts for you and that all required certificates and payments are actually received by the Subscription Agent prior to the expiration of the Rights Offering. The Company is not responsible if your broker, dealer, custodian bank or other nominee fails to ensure that all required certificates and payments are actually received by the Subscription Agent prior to the expiration of the Rights Offering.

8. Revocation

If you exercise any of your Rights, you may revoke such exercise at any time prior to the Expiration Date of the Rights Offering, as may be extended.

To be effective, a written notice of revocation must be received by the Subscription Agent at its address identified in the Prospectus Supplement prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date of the Rights Offering. Any notice of revocation must specify the name of the person who exercised the Rights for which such exercises are to be revoked and the number of Rights to be revoked.

Any funds received by the Subscription Agent will be promptly returned to such holder following a revocation. Revocations of Rights may not be cancelled; however, you may exercise your Rights again by following the procedures described above.

9. Special Provisions Relating to the Delivery of Rights through DTC

In the case of Rights that are held of record through DTC, exercises of Rights may be effected by instructing DTC to transfer Rights from the DTC account of such holder to the DTC account of the Subscription Agent, together with certification as to the aggregate number of Rights subscribed for pursuant to the Basic Subscription Right and the Oversubscription Right by each beneficial owner of Rights on whose behalf such nominee is acting, and payment of the Subscription Price for each Common Share subscribed for pursuant to the Basic Subscription Right and the Oversubscription Right.

FORM OF LETTER

EKSO BIONICS HOLDINGS, INC.

Subscription Rights to Purchase Common Shares

Offered Pursuant to Subscription Rights
Distributed to Shareholders and Certain Warrant Holders of Ekso Bionics Holdings, Inc.

August 14, 2017

Dear Shareholder:

This letter is being distributed by Ekso Bionics Holdings, Inc. (the "Company") to all holders of record of shares of its common stock, par value \$0.001 per share ("Common Shares") and certain of its warrants ("Warrants") at 5:00 p.m., Eastern Daylight Time, on August 10, 2017 (the "Record Date"), in connection with a distribution in a rights offering (the "Rights Offering") by the Company of non-transferable subscription rights (the "Rights") to subscribe for and purchase Common Shares of the Company. The Rights and underlying Common Shares are described in the prospectus supplement dated August 14, 2017 (the "Prospectus Supplement"), a copy of which accompanies this letter.

The Company is offering an aggregate of up to 34,000,000 Common Shares in the Rights Offering, as described in the Prospectus Supplement, at a subscription price of \$1.00 per share (the "Subscription Price").

The Rights will expire and cease to have any value if not exercised prior to 5:00 p.m., Eastern Daylight Time, on August 31, 2017 (the "Expiration Date"), unless the Rights Offering is extended.

As described in the accompanying Prospectus Supplement, you will receive one Right for each Common Share owned (or issuable on exercise of the Warrants) at 5:00 p.m., Eastern Daylight Time, on the Record Date. The Rights will be evidenced by a non-transferable subscription rights certificate (a "Rights Certificate"). Each Right will allow you to subscribe for 1.1608 Common Shares at the Subscription Price (the "Basic Subscription Right"). For example, if you owned 100 Common Shares as of 5:00 p.m., Eastern Daylight Time, on the Record Date, you would receive 100 Rights and would have the right to purchase 116 Common Shares (116.08 rounded down to the nearest whole number) at the Subscription Price (for a total payment of \$116.00). If you exercise your Basic Subscription Right in full, subject to the allocation described below, you will be entitled to an oversubscription right to purchase additional Common Shares that have not been purchased by other holders pursuant to their Basic Subscription Rights or by the Committed Investor (as defined in the Prospectus Supplement) pursuant to the Purchase Commitment (as defined in the Prospectus Supplement), at the Subscription Price (the "Oversubscription Right").

If an insufficient number of shares are available to fully satisfy all Oversubscription Right requests, then the Company will allocate the available shares among the holders exercising the Oversubscription Right first, pro rata according to each holder's percentage ownership of Common Shares prior to the Rights Offering and second, pro rata according to the number of Common Shares subscribed for by each holder pursuant to the Oversubscription Right.

The Company will not issue fractional shares. Fractional shares resulting from the exercise of the Basic Subscription Right and the Oversubscription Right will be eliminated by rounding down to the nearest whole share, with the total subscription payment being adjusted accordingly. Any excess subscription payments received by the Subscription Agent will be returned, without interest or penalty, as soon as practicable following the closing of the Rights Offering.

Enclosed are copies of the following documents:

1. Prospectus Supplement;
2. Rights Certificate;
3. Instructions as to Use of Ekso Bionics Holdings, Inc. Rights Certificates;
4. Notice of Important Tax Information; and
5. A return envelope addressed to VStock Transfer, LLC (the "Subscription Agent").

Your prompt action is requested. To exercise the Rights, you should deliver the properly completed and signed Rights Certificate and forward it, with payment of the Subscription Price in full for each Common Share subscribed for pursuant to the Basic Subscription Right and Oversubscription Right, to the Subscription Agent, as indicated in the Prospectus Supplement. The Subscription Agent must receive the Rights Certificate with payment of the Subscription Price, including final clearance of any checks, prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date.

You may revoke your exercise of your Rights at any time before the Expiration Date of the Rights Offering, as may be extended, by following the procedures set forth in the section of the Prospectus Supplement entitled "The Rights Offering—Rights of Subscribers; Revocation." Any funds remitted to the Subscription Agent will be promptly returned to the holder upon proper revocation. Subscription Rights not exercised prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date will expire.

Additional copies of the enclosed materials may be obtained from VStock Transfer, LLC or Katalyst Securities LLC (the "Information Agents"). The telephone number of VStock Transfer, LLC is 212-828-8436 and of Katalyst Securities LLC is 212-400-6993. Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agents.

Very truly yours,

Ekso Bionics Holdings, Inc.

FORM OF LETTER

EKSO BIONICS HOLDINGS, INC.

Subscription Rights to Purchase Common Shares

Offered Pursuant to Subscription Rights
Distributed to Shareholders and Certain Warrant Holders of Ekso Bionics Holdings, Inc.

August 14, 2017

To Brokers, Dealers, Banks and Other Nominees:

This letter is being distributed by Ekso Bionics Holdings, Inc. (the "Company") to brokers, dealers, banks and other nominees in connection with the rights offering (the "Rights Offering") by the Company to subscribe for and purchase shares of common stock, par value \$0.001 per share ("Common Shares"), pursuant to non-transferable subscription rights (the "Rights") distributed to all holders of record ("Recordholders") of Common Shares and certain warrants ("Warrants") of the Company at 5:00 p.m., Eastern Daylight Time, on August 10, 2017 (the "Record Date"). The Rights and underlying Common Shares are described in the prospectus supplement dated August 14, 2017 (the "Prospectus Supplement"), a copy of which accompanies this letter.

The Company is offering an aggregate of up to 34,000,000 Common Shares in the Rights Offering, as described in the Prospectus Supplement, at a subscription price of \$1.00 per share (the "Subscription Price").

The Rights will expire and cease to have any value if not exercised prior to 5:00 p.m., Eastern Daylight Time, on August 31, 2017 (the "Expiration Date"), unless the Rights Offering is extended.

As described in the accompanying Prospectus Supplement, each beneficial owner of Common Shares registered in your name or the name of your nominee is entitled to one Right for each Common Share owned by such beneficial owner at 5:00 p.m., Eastern Daylight Time, on the Record Date, and holders of Warrants are entitled to one Right for each Common Share issuable on exercise of the Warrants. The Rights of each Recordholder will be evidenced by a non-transferable subscription rights certificate (each, a "Rights Certificate") registered in the Recordholder's name or its nominee. Each Right will allow the holder thereof to subscribe for 1.1608 Common Shares at the Subscription Price (the "Basic Subscription Right"). For example, if a Recordholder owned 100 Common Shares as of 5:00 p.m., Eastern Daylight Time, on the Record Date, the Recordholder would receive 100 Rights and would have the right to purchase 116 Common Shares (116.08 rounded down to the nearest whole number) at the Subscription Price (for a total payment of \$116.00). If a Recordholder exercises its Basic Subscription Right in full, subject to the allocation described below, the Recordholder will be entitled to an oversubscription right to purchase additional Common Shares that have not been purchased by other holders pursuant to their Basic Subscription Rights or by the Committed Investor (as defined in the Prospectus Supplement) pursuant to the Purchase Commitment (as defined in the Prospectus Supplement), at the Subscription Price (the "Oversubscription Right").

If an insufficient number of shares are available to fully satisfy all Oversubscription Right requests, then the Company will allocate the available shares among the holders exercising the Oversubscription Right first, pro rata according to each holder's percentage ownership of Common Shares prior to the Rights Offering and second, pro rata according to the number of Common Shares subscribed for by each holder pursuant to the Oversubscription Right.

The Company will not issue fractional shares. Fractional shares resulting from the exercise of the Basic Subscription Right and the Oversubscription Right will be eliminated by rounding down to the nearest whole share, with the total subscription payment being adjusted accordingly. Any excess subscription payments received by the Subscription Agent will be returned, without interest or penalty, as soon as practicable following the closing of the Rights Offering.

We are asking persons who hold Common Shares beneficially and who have received the Rights distributable with respect to those shares through a broker, dealer, commercial bank, trust company or other nominee, as well as persons who hold certificates of Common Shares directly and prefer to have such institutions effect transactions relating to the Rights on their behalf, to contact the appropriate institution or nominee and request it to effect the transactions for them. In addition, we are asking beneficial owners who wish to obtain a separate Rights Certificate to contact the appropriate nominee as soon as possible and request that a separate Rights Certificate be issued.

All commissions, fees and other expenses (including brokerage commissions and transfer taxes), other than fees and expenses of the Subscription Agent, incurred in connection with the exercise of the Rights will be for the account of the holder of the Rights, and none of such commissions, fees or expenses will be paid by the Company or the Subscription Agent.

Enclosed are copies of the following documents:

1. Prospectus Supplement;
2. Rights Certificate;
3. Instructions as to Use of Ekso Bionics Holdings, Inc. Rights Certificates;
4. A form of letter which may be sent to your clients for whose accounts you hold Common Shares registered in your name or the name of your nominee;
5. Form of Beneficial Owner Election Form;
6. Form of Nominee Holder Certification; and
7. Notice of Important Tax Information.

Your prompt action is requested. To exercise the Rights, you should deliver the properly completed and signed Rights Certificate and forward it, with payment of the Subscription Price in full for each Common Share subscribed for pursuant to the Basic Subscription Right and Oversubscription Right to the Subscription Agent, as indicated in the Prospectus Supplement. The Subscription Agent must receive the Rights Certificate with payment of the Subscription Price, including final clearance of any checks, prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date.

A holder may revoke its exercise of its Rights at any time before the Expiration Date of the Rights Offering, as may be extended, by following the procedures set forth in the section of the Prospectus Supplement entitled "The Rights Offering—Rights of Subscribers; Revocation." Any funds remitted to the Subscription Agent will be promptly returned to the holder upon proper revocation. Subscription Rights not exercised prior to 5:00 p.m., Eastern Daylight Time, on the Expiration Date will expire.

Additional copies of the enclosed materials may be obtained from VStock Transfer, LLC or Katalyst Securities LLC (the "Information Agents"). The telephone number of VStock Transfer, LLC is 212-828-8436 and of Katalyst Securities LLC is 212-400-6993. Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agents.

Very truly yours,

Ekso Bionics Holdings, Inc.

**FORM OF LETTER TO SHAREHOLDERS OF
EKSO BIONICS HOLDINGS, INC.**

Subscription Rights to Purchase Common Shares

Offered Pursuant to Subscription Rights
Distributed to Shareholders and Certain Warrant Holders of Ekso Bionics Holdings, Inc.

August 14, 2017

To Our Clients:

This letter is being distributed to our clients who are holders of Ekso Bionics Holdings, Inc. (the "Company") common stock, par value \$0.001 per share ("Common Shares") and certain of the Company's warrants ("Warrants") as of 5:00 p.m., Eastern Daylight Time, on August 10, 2017 (the "Record Date"), in connection with a distribution in a rights offering (the "Rights Offering") by the Company of non-transferable subscription rights (the "Rights") to subscribe for and purchase Common Shares of the Company. The Rights and underlying Common Shares are described in the prospectus supplement dated August 14, 2017 (the "Prospectus Supplement"), a copy of which accompanies this letter.

The Company is offering an aggregate of up to 34,000,000 Common Shares in the Rights Offering, as described in the Prospectus Supplement, at a subscription price of \$1.00 per share (the "Subscription Price").

The Rights will expire and cease to have any value if not exercised prior to 5:00 p.m., Eastern Daylight Time, on August 31, 2017 (the "Expiration Date"), unless the Rights Offering is extended.

As described in the accompanying Prospectus Supplement, each beneficial owner of Common Shares registered in your name or the name of your nominee is entitled to one Right for each Common Share owned by such beneficial owner at 5:00 p.m., Eastern Daylight Time, on the Record Date, and holders of Warrants are entitled to one Right for each Common Share issuable on exercise of the Warrants. The Rights of each Recordholder will be evidenced by a non-transferable subscription rights certificate (a "Rights Certificate") registered in the Recordholder's name or its nominee. Each Right will allow the holder thereof to subscribe for 1.1608 Common Shares at the Subscription Price (the "Basic Subscription Right"). For example, if a Recordholder owned 100 Common Shares as of 5:00 p.m., Eastern Daylight Time, on the Record Date, the Recordholder would receive 100 Rights and would have the right to purchase 116 Common Shares (116.08 rounded down to the nearest whole number) at the Subscription Price (for a total payment of \$116.00). If a Recordholder exercises its Basic Subscription Right in full, subject to the allocation described below, the Recordholder will be entitled to an oversubscription right to purchase additional Common Shares that have not been purchased by other holders pursuant to their Basic Subscription Rights or by the Committed Investor (as defined in the Prospectus Supplement) pursuant to the Purchase Commitment (as defined in the Prospectus Supplement), at the Subscription Price (the "Oversubscription Right").

If an insufficient number of shares are available to fully satisfy all Oversubscription Right requests, then the Company will allocate the available shares among the holders exercising the Oversubscription Right first, pro rata according to each holder's percentage ownership of Common Shares prior to the Rights Offering and second, pro rata according to the number of Common Shares subscribed for by each holder pursuant to the Oversubscription Right.

The Company will not issue fractional shares. Fractional shares resulting from the exercise of the Basic Subscription Right and the Oversubscription Right will be eliminated by rounding down to the nearest whole share, with the total subscription payment being adjusted accordingly. Any excess subscription payments received by the Subscription Agent will be returned, without interest or penalty, as soon as practicable following the closing of the Rights Offering.

Enclosed are copies of the following documents:

1. Prospectus Supplement;
2. Form of Beneficial Owner Election Form; and
3. Instructions as to Use of Ekso Bionics Holdings, Inc. Rights Certificates.

THE MATERIALS ENCLOSED ARE BEING FORWARDED TO YOU AS THE BENEFICIAL OWNER OF COMMON SHARES OR WARRANTS HELD BY US IN YOUR ACCOUNT BUT NOT REGISTERED IN YOUR NAME. EXERCISES OF RIGHTS MAY BE MADE ONLY BY US AS THE RECORD OWNER AND PURSUANT TO YOUR INSTRUCTIONS.

Accordingly, we request instructions from you as to whether you wish for us to elect to subscribe for any Common Shares to which you are entitled pursuant to the terms and subject to the conditions set forth in the enclosed Prospectus Supplement and other materials. However, we urge you to read the Prospectus Supplement and other enclosed materials carefully before instructing us to exercise your Rights.

If you wish to have us, on your behalf, exercise the Rights for any Common Shares to which you are entitled, please so instruct us by completing, executing and returning to us the Beneficial Owner Election Form enclosed with this letter.

Your instructions to us should be forwarded as promptly as possible in order to permit us to exercise Rights on your behalf in accordance with the provisions of the Rights Offering. The Rights Offering will expire at 5:00 p.m., Eastern Daylight Time, on the Expiration Date. You are encouraged to forward your instructions to us before the Expiration Date to allow us ample time to act upon your instructions. You may revoke your exercise of your Subscription Rights at any time before the Expiration Date of the Rights Offering, as may be extended, by following the procedures set forth in the section of the Prospectus Supplement entitled "The Rights Offering—Rights of Subscribers; Revocation." Any funds remitted to the Subscription Agent will be promptly returned to the holder upon proper revocation.

Additional copies of the enclosed materials may be obtained from VStock Transfer, LLC or Katalyst Securities LLC (the "Information Agents"). The telephone number of VStock Transfer, LLC is 212-828-8436 and of Katalyst Securities LLC is 212-400-6993. Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agents.

FORM OF BENEFICIAL OWNER ELECTION FORM

EKSO BIONICS HOLDINGS, INC.

The undersigned acknowledge(s) receipt of your letter and the enclosed materials referred to therein relating to the rights offering (the "Rights Offering") by Ekso Bionics Holdings, Inc., a Nevada corporation (the "Company"), of non-transferable subscription rights (the "Rights") to purchase common shares, par value \$0.001 per share ("Common Shares"), of the Company.

This will instruct you whether to exercise the Rights to purchase Common Shares distributed with respect to the Common Shares held by you for the account of the undersigned, pursuant to the terms and subject to the conditions set forth in the Prospectus Supplement and the related "Instructions as to Use of Ekso Bionics Holdings, Inc. Rights Certificates."

I (we) hereby instruct you as follows:

(CHECK THE APPLICABLE BOXES AND PROVIDE ALL REQUIRED INFORMATION)

- Box 1. Please DO NOT EXERCISE RIGHTS for Common Shares.
- Box 2. Please EXERCISE RIGHTS for Common Shares as set forth below:

	Number of Common Shares Subscribed For	Subscription Price per Common Share	Payment
Basic Subscription Right	x	\$1.00	= \$ _____
Oversubscription Right	x	\$1.00	= \$ _____
Total Payment Required			\$ _____

- Box 3. Payment in the following amount is enclosed: \$ _____
- Box 4. Please deduct payment of \$ _____ from the following account maintained by you as follows:

Type of Account: _____

Account No.: _____

(The total of Box 3 and Box 4 must equal the Total Payment specified above.)

I (we) on my (our) own behalf, or on behalf of any person(s) on whose behalf, or under whose directions, I am (we are) signing this form:

- irrevocably elect to purchase the number of Common Shares indicated above upon the terms and conditions specified in the Prospectus Supplement; and
- agree that if I (we) fail to pay for the Common Shares I (we) have elected to purchase, you may exercise any remedies available to you under law.

Name of beneficial owner(s): _____
 Signature of beneficial owner(s): _____

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or another acting in a fiduciary or representative capacity, please provide the following information:

Name: _____
 Capacity: _____
 Address (including Zip Code): _____
 Telephone Number: _____

FORM OF NOMINEE HOLDER CERTIFICATION

EKSO BIONICS HOLDINGS, INC.

The undersigned, a broker, custodian bank, trustee, depository or other nominee holder of non-transferable subscription rights (the "Rights") to purchase common shares, par value \$0.001 per share ("Common Shares") of Ekso Bionics Holdings, Inc. (the "Company") pursuant to the offering of Rights (the "Rights Offering") described and provided for in the Company's prospectus supplement dated August 14, 2017 (the "Prospectus Supplement"), hereby certifies to the Company and VStock Transfer, LLC, as subscription agent for the Rights Offering, that (i) the undersigned has exercised, on behalf of the beneficial owners thereof (which may include the undersigned), the number of Rights specified below, on the terms and subject to the conditions set forth in the Prospectus Supplement, pursuant to the Basic Subscription Right and the Oversubscription Right (as such terms are defined in the Prospectus Supplement), and (ii) to the extent a beneficial owner has elected to subscribe for Common Shares pursuant to the Oversubscription Right, such beneficial owner's Basic Subscription Right has been exercised in full:

	<u>Number of Common Shares Owned on the Record Date (August 10, 2017)</u>	<u>Number of Rights Exercised Pursuant to Basic Subscription Right</u>	<u>Number of Rights Exercised Pursuant to Oversubscription Right</u>
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____

Name of Broker, Custodian Bank, Trustee, Depository or Other Nominee

By: _____
Authorized Signature

Name: _____
(please print or type)

Title: _____
(please print or type)

Provide the following information if applicable:

Depository Trust Company ("DTC") Participant Number

Participant: _____

By: _____
Authorized Signature

Name: _____
(please print or type)

Title: _____
(please print or type)

DTC Basic Subscription Confirmation Number(s)

FORM OF NOTICE OF IMPORTANT TAX INFORMATION

EKSO BIONICS HOLDINGS, INC.

The following tax information is provided in connection with the prospectus supplement of Ekso Bionics Holdings, Inc. (the "Company") dated August 14, 2017 (the "Prospectus Supplement").

Under the U.S. federal income tax laws, dividend payments that may be made by the Company on its common shares, par value \$0.001 (the "Common Shares"), issued upon the exercise of non-transferable subscription rights (the "Rights") may be subject to backup withholding and certain reporting requirements. Generally such payments will be subject to backup withholding unless the holder (i) is exempt from backup withholding or (ii) furnishes the payer with its correct taxpayer identification number ("TIN") and certifies, under penalties of perjury, that the number provided is correct and provides certain other certifications. Each holder that exercises Rights and wants to avoid backup withholding must, unless an exemption applies, provide VStock Transfer, LLC (the "Subscription Agent"), as the Company's agent in respect of the exercised Rights, with such holder's correct TIN (or with a certification that such holder is awaiting a TIN) and certain other certifications by completing the enclosed Substitute Form W-9.

Certain holders (including, among others, corporations and certain foreign individuals) are exempt from these backup withholding and reporting requirements. In general, in order for a foreign holder to qualify as an exempt recipient, that holder must, in the case of a foreign individual, submit a properly completed Form W-8BEN, Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals) or, in the case of a foreign corporation, Form W-8BEN-E, Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities) or other appropriate form (instead of a Substitute Form W-9), signed under the penalties of perjury, attesting to such holder's foreign status. Such Form W-8BEN may be obtained from the Subscription Agent. Although a foreign holder may be exempt from backup withholding, payments of dividends may be subject to withholding tax, currently at a 30% rate (or, if certain tax treaties apply, such applicable lower rate). Exempt U.S. holders should indicate their exempt status on Substitute Form W-9 to avoid possible erroneous backup withholding. See the enclosed Substitute Form W-9 for additional instructions. Holders are urged to consult their own tax advisors to determine whether they are exempt from withholding and reporting requirements.

If backup withholding applies, the Company or the Subscription Agent, as the case may be, will be required to withhold (currently at a 28% rate) on any dividend payments made to a holder that exercises Rights. Backup withholding is not an additional tax. Rather, the amount of backup withholding can be credited against the U.S. federal income tax liability of the holder subject to backup withholding, provided that the required information is provided to the Internal Revenue Service ("IRS"). If backup withholding results in an overpayment of taxes, a refund may be obtained.

A holder that exercises Rights is required to give the Subscription Agent the TIN of the record owner of the Rights. If such record owner is an individual, the TIN is generally the taxpayer's social security number. For most other entities, the TIN is the employer identification number. If the Rights are in more than one name or are not in the name of the actual owner, consult the enclosed Substitute Form W-9 for additional guidelines on which number to report. If the Subscription Agent is not provided with the correct TIN in connection with such payments, the holder may be subject to a penalty imposed by the IRS.

Ekso Bionics® Announces Commencement of \$34 Million Rights Offering

RICHMOND, Calif., August 14, 2017 -- Ekso Bionics Holdings, Inc. (NASDAQ: EKSO) ("Ekso" or "Ekso Bionics"), an industry leader in exoskeleton technology for medical and industrial use, today announced the commencement of its previously announced rights offering of common shares.

Ekso plans to raise gross proceeds of up to \$34.0 million through the rights offering of up to 34,000,000 shares of common stock, at a subscription price of \$1.00 per share. Holders of its common stock and certain warrant holders as of the record date of August 10, 2017 are eligible to participate in the rights offering.

Key Information Pertaining to the Rights Offering:

- Deadline to Participate:
 - o August 31, 2017, 5:00pm ET, unless extended.
- Contact:
 - o For questions, please contact VStock Transfer, LLC at 212-828-8436 or Katalyst Securities LLC at 212-400-6993.
- Additional Information:
 - o A prospectus has been filed with the SEC and is viewable by clicking [here](#). Additionally, an offering subscription package, which includes a copy of the prospectus and other additional materials related to the rights offering, is being mailed to eligible shareholders and certain warrant holders as of the record date.

Ekso has distributed, at no charge, to each holder of shares of common stock and certain holders of warrants issued by the company as of the record date, one subscription right for each share of common stock owned, or issuable upon exercise of the warrants, on the record date. The deadline for participating in the rights offering is 5:00 p.m., Eastern Daylight Time, on August 31, 2017, unless the rights offering is extended.

Each holder of subscription rights will have a basic subscription right to purchase 1.1608 shares of common stock at a subscription price of \$1.00 per share. The proposed rights offering will also include an over-subscription right, which will entitle a rights holder who exercises all of its basic subscription right in full the opportunity to purchase additional shares of common stock up to the amount of its basic subscription right, subject to the availability and pro rata allocation of shares among rights holders exercising their over-subscription right.

Rights holders are required to submit payment in full for all of the common shares they wish to buy, pursuant to the exercise of the subscription right to the subscription agent prior to the expiration of the rights offering. Ekso is not requiring a minimum individual or overall subscription to complete the rights offering.

Ekso has engaged VStock Transfer, LLC to serve as the subscription agent for the rights offering and has engaged VStock Transfer, LLC and Katalyst Securities LLC as information agents for the rights offering. Questions regarding the rights offering may be directed to VStock Transfer, LLC at 212-828-8436 or Katalyst Securities LLC at 212-400-6993.

Puissance Capital Management ("Puissance"), pursuant to a purchase agreement entered into between Puissance and the company, has committed to purchase, at the subscription price of \$1.00 per share, any unsubscribed shares of common stock following exercise of the basic subscription right, provided that the number of shares purchased by Puissance is subject to a cap such that Puissance will not own more than 40% of the company's outstanding shares of common stock following the proposed rights offering.

Ekso intends to use the net proceeds from the proposed rights offering (i) to continue with clinical, sales and marketing initiatives to accelerate adoption of Ekso in the rehabilitation market and broaden the Ekso footprint into Asia, (ii) to support research, development and commercialization activities with respect to an Ekso robotic exoskeleton for home use, and/or (iii) in the development and commercialization of able-bodied exoskeletons for industrial use, and for working capital and other general corporate purposes.

Ekso has commenced mailing an offering subscription package, including a copy of the prospectus and other additional materials related to the rights offering, to the holders of its common stock and certain warrant holders as of the record date. The rights offering is being made only by means of a prospectus. Before you invest, you should read the prospectus supplement, base prospectus and the registration statement (SEC Registration No. 333-218517), including each "free writing prospectus," if any, and all of the documents incorporated by reference therein and other documents Ekso has filed with the SEC for more complete information about the company and this offering. You may obtain these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the company will arrange to send you the registration statement, including the prospectus, if you request it by calling the information agent for the offering, VStock Transfer, LLC, at 212-828-8436.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the rights or the underlying shares of common stock nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

About Ekso Bionics®

Ekso Bionics is a leading developer of exoskeleton solutions that amplify human potential by supporting or enhancing strength, endurance and mobility across medical, industrial and defense applications. Founded in 2005, the company continues to build upon its unparalleled expertise to design some of the most cutting-edge, innovative wearable robots available on the market. Ekso Bionics is the only exoskeleton company to offer technologies that range from helping those with paralysis to stand up and walk, to enhancing human capabilities on job sites across the globe, to providing research for the advancement of R&D projects intended to benefit U.S. defense capabilities. The company is headquartered in the Bay Area and is listed on the Nasdaq Capital Market under the symbol EKSQ. For more information, visit: www.eksobionics.com.

Forward-Looking Statements

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements. Forward-looking statements may include, without limitation, statements regarding (i) the ability to manage successfully and complete the rights offering, (ii) the expected proceeds of the offering, (iii) the anticipated use of proceeds from the offering, if successful, and (iv) the assumptions underlying or relating to any statement described in points (i), (ii) or (iii) above. Such forward-looking statements are not meant to predict or guarantee actual results, performance, events or circumstances and may not be realized because they are based upon the Company's current projections, plans, objectives, beliefs, expectations, estimates and assumptions and are subject to a number of risks and uncertainties and other influences, many of which the Company has no control over. Actual results and the timing of certain events and circumstances may differ materially from those described by the forward-looking statements as a result of these risks and uncertainties. Factors that may influence or contribute to the inaccuracy of the forward-looking statements or cause actual results to differ materially from expected or desired results may include, without limitation, the Company's inability to obtain adequate financing to fund the Company's operations and necessary to develop or enhance our technology, the significant length of time and resources associated with the development of the Company's products, the Company's failure to achieve broad market acceptance of the Company's products, the failure of our sales and marketing organization or partners to market our products effectively, adverse results in future clinical studies of the Company's medical device products, the failure to obtain or maintain patent protection for the Company's technology, failure to obtain or maintain regulatory approval to market the Company's medical devices, lack of product diversification, existing or increased competition, and the Company's failure to implement the Company's business plans or strategies. These and other factors are identified and described in more detail in the Company's filings with the SEC. To learn more about Ekso Bionics please visit us at www.eksobionics.com. The Company does not undertake to update these forward-looking statements.

Investor Contact:

Matthew Ventimiglia
212-599-1265
investors@eksobionics.com