

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Ekso Bionics Holdings, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

99-0367049
(I.R.S. Employer Identification No.)

1414 Harbour Way, Suite 1201
Richmond, California
(Address of Principal Executive Offices)

94804
(Zip Code)

Amended and Restated 2014 Equity Incentive Plan
(Full Title of the Plan)

Jack Peurach, CEO
Ekso Bionics Holdings, Inc.
1414 Harbour Way, Suite 1201
Richmond, CA 94804
(510) 984-1761

(Name, address and telephone number, including area code, of agent for service)

Copy to:

Alfredo B. D. Silva, Esq.
Morrison & Foerster, LLP
755 Page Mill Road
Palo Alto, CA 94304
(650) 813-5600

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common stock, \$0.001 par value per share:				
—Amended and Restated 2014 Equity Incentive Plan	333,334	\$ 2.77	\$ 923,336	\$ 119.85
TOTAL:	333,334		\$ 923,336	\$ 119.85

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover an indeterminate number of additional shares of the registrant's common stock that become issuable under the Amended and Restated 2014 Equity Incentive Plan, as amended (the "Plan"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$2.77, the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Capital Market on March 26, 2020.

EXPLANATORY NOTE; INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORMS S-8 (NO. 333-232512; NO. 333-226037; NO. 333-220808; NO. 333-207131; NO. 333-198357)

This Registration Statement registers additional securities of the same class as other securities for which registration statements filed on Forms S-8 relating to Ekso Bionics Holdings, Inc.'s Amended and Restated 2014 Equity Incentive Plan (the "Plan") are already effective. Pursuant to Instruction E to Form S-8, we incorporate by reference into this Registration Statement the contents of (a) the registration statement on [Form S-8 \(File No. 333-198357\) that we filed with the Securities and Exchange Commission \(the "SEC"\) on August 26, 2014](#) relating to the registration of 2,058,571 shares of our common stock authorized for issuance under the Plan (taking into account a 1-for-7 reverse stock split on May 4, 2016), (b) the registration statement on [Form S-8 \(File No. 333-207131\) that we filed with the SEC on September 25, 2015](#) relating to the registration of 1,655,714 shares of our common stock authorized for issuance under the Plan (taking into account a 1-for-7 reverse stock split on May 4, 2016), (c) the registration statement on [Form S-8 \(File No. 333-220808\) that we filed with the SEC on October 4, 2017](#) relating to the registration of 66,666 shares of our common stock authorized for issuance under the Plan (taking into account a 1-for-15 reverse stock split on March 24, 2020), (d) the registration statement on [Form S-8 \(File No. 333-226037\) that we filed with the SEC on July 2, 2018](#), relating to the registration of 293,333 shares of our common stock authorized for issuance under the Plan (taking into account a 1-for-15 reverse stock split on March 24, 2020), and (e) the registration statement on [Form S-8 \(File No. 333-232512\) that we filed with the SEC on July 2, 2019](#) relating to the registration of 233,333 shares of our common stock authorized for issuance under the Plan (taking into account a 1-for-15 reverse stock split on March 24, 2020), in each case, in their entirety and including exhibits thereto. This Registration Statement provides for the registration of an additional 333,333 shares of common stock to be issued under the Plan. These 333,333 shares (or 5,000,000 prior to giving effect to a 1-for-15 reverse stock split on March 24, 2020) represent an increase in the number of shares of common stock reserved for issuance under the Plan, which increase was approved by the stockholders on March 12, 2020. As a result of the foregoing, the number of shares of common stock reserved under the Plan is now 1,174,286 (taking into account a 1-for-7 reverse stock split on May 4, 2016 and a 1-for-15 reverse stock split on March 24, 2020).

**PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission:

(a) [The registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on February 27, 2020;](#)

(b) The registrant's Current Reports on Form 8-K, filed with the SEC on [January 10, 2020](#) (Item 8.01 only), [January 22, 2020](#), [March 18, 2020](#) and [March 24, 2020](#); and

(c) The description of the registrant's common stock contained in the Registrant's Registration Statement on [Form 8-A \(File No. 001-37854\) filed with the SEC on August 8, 2016](#), pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<i>Exhibit No.</i>	<i>Description of Exhibit</i>
<u>4.1</u>	<u>Certificate of Amendment to Articles of Incorporation of the Registrant, filed on March 23, 2020, effective as of March 24, 2020 (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 24, 2020)</u>
<u>5.1*</u>	<u>Opinion of Snell & Wilmer L.L.P.</u>
<u>23.1*</u>	<u>Consent of Snell & Wilmer L.L.P. (included in Exhibit 5.1)</u>
<u>23.2*</u>	<u>Consent of OUM & Co, LLP</u>
<u>24.1*</u>	<u>Power of Attorney (included in the signature page to this Registration Statement)</u>
<u>99.1</u>	<u>The Registrant's Amended and Restated 2014 Equity Incentive Plan (incorporated by reference from Appendix B to Registrant's Definitive Proxy Statement on Schedule 14A, filed on February 10, 2020)</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, State of California, on April 1, 2020.

EKSO BIONICS HOLDINGS, INC.

By: /s/ John F. Glenn
John F. Glenn
Chief Financial Officer
(principal financial and accounting officer)

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jack Peurach and Maximilian Scheder-Bieschin, or either one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments or supplements (including post-effective amendments filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended) to this registration statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent or either one of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ Steven Sherman Steven Sherman	Director and Executive Chairman	April 1, 2020
/s/ Jack Peurach Jack Peurach	Director and Chief Executive Officer (principal executive officer)	April 1, 2020
/s/ John F. Glenn John F. Glenn	Chief Financial Officer (principal financial and accounting officer)	April 1, 2020
/s/ Marilyn Hamilton Marilyn Hamilton	Director	April 1, 2020
/s/ Charles Li Charles Li, Ph.D.	Director	April 1, 2020
/s/ Stanley Stern Stanley Stern	Director	April 1, 2020
/s/ Ted Wang Ted Wang, Ph.D.	Director	April 1, 2020
/s/ Thomas A. Schreck Thomas A. Schreck	Director	April 1, 2020

Snell & Wilmer L.L.P.
Hughes Center
3883 Howard Hughes Parkway, Suite 1100
Las Vegas, NV 89169-5958
TELEPHONE: 702.784.5200
FACSIMILE: 702.784.5252

April 1, 2020

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as special Nevada counsel to Ekso Bionics Holdings, Inc., a Nevada corporation (the "Company"), in connection with the registration of 333,334 shares (the "Shares") of common stock, \$0.001 par value per share (the "Common Stock"), of the Company issuable to employees pursuant to the Ekso Bionics Amended and Restated 2014 Equity Incentive Plan (the "Plan"), covered by the above-referenced Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"), on or about the date hereof.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act in connection with the filing of the Registration Statement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have relied upon and examined matters of fact, questions of law and documents as we have deemed necessary to render this opinion, including the originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement and exhibits hereto;
 2. The Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada, as amended through the date hereof (the "Charter"), certified as of the date hereof by an officer of the Company;
 3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
 4. Certificate of Existence with Status in Good Standing, certified by the Secretary of State of the State of Nevada, dated as of a recent date;
 5. Resolutions adopted by the Board of Directors of the Company relating to the authorization of the issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;
-

6. A specimen of the current form of stock certificate representing shares of the Company's Common Stock, certified as of the date hereof by an officer of the Company;
7. The Plan, certified as of the date hereof by an officer of the Company;
8. A certificate executed by an officer of the Company, dated as of the date hereof, as to certain factual matters; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

- A. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.
- B. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise. For the purpose of the opinion rendered below, we have assumed that, upon each issuance of Shares, the Company will receive or has received the consideration for such Shares required by the Resolutions.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that the issuance of the Shares has been duly authorized and, when issued and delivered by the Company pursuant to the Resolutions and otherwise in accordance with the Registration Statement, and upon payment for and delivery of the Shares subject to issuance and sale by the Company, the Shares will be validly issued, fully paid and nonassessable.

We render this opinion only with respect to the general corporate law of the State of Nevada as set forth in Chapter 78 of the Nevada Revised Statutes. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement, other than as expressly stated herein with respect to the Shares.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Ekso Bionics Holdings, Inc. Amended and Restated 2014 Equity Incentive Plan, as amended, of our reports dated February 27, 2020, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Ekso Bionics Holdings, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ OUM & CO. LLP
San Francisco, California
April 1, 2020
