

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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.)

Ekso Bionics Holdings, Inc.
101 Glacier Point, Suite A
San Rafael, California, 94901
(Address of principal executive offices, including zip code)

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

Scott G. Davis, Chief Executive Officer
101 Glacier Point, Suite A
San Rafael, California, 94901
(510) 984-1761
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Mark B. Baudler
Austin D. March
Wilson Sonsini Goodrich & Rosati, Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

EXPLANATORY NOTE

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 General Instruction E of Form S-8 under the Securities Act, 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 137,238 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 and a 1-for-15 reverse stock split on March 24, 2020), (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 110,380 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 and a 1-for-15 reverse stock split on March 24, 2020), (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), (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), (f) the registration statement on [Form S-8 \(File No. 333-237527\) that we filed with the SEC on April 1, 2020](#), relating to the registration of 333,334 shares of our common stock authorized under the Plan, (g) the registration of [Form S-8 \(File No. 333-253526\), filed on February 25, 2021](#), relating to the registration of 800,000 shares of our common stock authorized under the Plan and (h) the registration of [Form S-8 \(File No. 333-266218\), filed on July 19, 2022](#), relating to the registration of 550,000 shares of our common stock authorized under the Plan, in each case, in their entirety and including exhibits thereto. This Registration Statement provides for the registration of an additional 1,200,000 shares of common stock to be issued under the Plan. These 1,200,000 shares 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 June

8, 2023. As a result of the foregoing, the total number of shares of common stock registered for offer and sale under the Plan is now 3,724,286 (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 incorporates by reference the following documents that the Registrant has previously filed with the SEC:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the SEC on March 28, 2023 (the "Annual Report");
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed); 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 Exchange Act, including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.9](#) of the Annual Report.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 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

Exhibit Number	Description	Form	File Number	Exhibit	Filing Date
4.1	Restated Articles of Incorporation of the Registrant	8-K	001-37854	3.1	April 26, 2023
4.2	Amended and Restated By-Laws of the Registrant	8-K	001-37854	3.2	April 26, 2023
4.3	Form of specimen certificate	S-3	333-205168	4.4	June 23, 2015
4.4	Amended and Restated 2014 Equity Incentive Plan	8-K	001-37854	10.1	April 16, 2021
4.5	Form of Director Option Agreement under Amended and Restated 2014 Equity Incentive Plan	8-K	001-37854	10.13	January 23, 2014
4.6	Form of Employee Option Agreement under Amended and Restated 2014 Equity Incentive Plan	8-K	001-37854	10.14	January 23, 2014
4.7	Form of Employee Restricted Stock Unit Award under Amended and Restated 2014 Equity Incentive Plan	10-Q	001-37854	10.46	August 7, 2017
5.1*	Opinion of Snell and Wilmer L.L.P.				
23.1*	Consent of WithumSmith+Brown, PC				
23.2*	Consent of Snell and Wilmer L.L.P. (included in Exhibit 5.1)				
24.1*	Power of Attorney (included in signature pages hereto).				
107.1*	Filing Fee Table				

* 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 San Rafael, State of California, on June 12, 2023.

EKSO BIONICS HOLDINGS, INC.

By: /s/ Scott G. Davis
Scott G. Davis
Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Scott G. Davis and Jerome Wong, 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
<u>/s/ Scott G. Davis</u>	Chief Executive Officer and Director	June 12, 2023

<u>Scott G. Davis</u>	(principal executive officer)	
<u>/s/ Jerome Wong</u> Jerome Wong	Chief Financial Officer (principal financial and accounting officer)	June 12, 2023
<u>/s/ Mary Ann Cloyd</u> Mary Ann Cloyd	Director	June 12, 2023
<u>/s/ Corinna Lathan</u> Corinna Lathan, Ph.D.	Director	June 12, 2023
<u>/s/ Charles Li</u> Charles Li, Ph.D.	Director	June 12, 2023
<u>/s/ Rhonda A. Wallen</u> Rhonda A. Wallen	Director	June 12, 2023

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

June 12, 2023

Ekso Bionics Holdings, Inc.
 101 Glacier Point, Suite A
 San Rafael, California, 94901

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 1,200,000 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 Holdings, Inc. Amended and Restated 2014 Equity Incentive Plan, as amended (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 Restated 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 Amended and Restated 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 registration and 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;

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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 hereby consent to the incorporation by reference in this Registration Statement on Form S-8, pertaining to the Amended and Restated 2014 Equity Incentive Plan, of our report dated March 28, 2023, relating to the consolidated financial statements of Ekso Bionics Holdings, Inc. appearing in the entity's Form 10-K for the year ended December 31, 2022.

/s/ WithumSmith+Brown, PC

San Francisco, California
June 12, 2023

**Calculation of Filing Fee Tables
FORM S-8**

**Registration Statement Under the Securities Act of 1933
(Form Type)**

**Ekso Bionics Holdings, Inc.
(Exact Name of the Registrant as Specified in its Charter)**

Table 1: Newly Registered Securities							
Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum aggregate offering price	Fee Rate	Amount of registration fee
Equity	Common stock, par value \$0.001 per share:	457(c) and 457(h)	1,200,000 (2)	\$1.39 (3)	\$1,668,000 (3)	0.00011020	\$183.82 (3)
Total Offering Amounts					\$1,668,000		\$183.82
Total Fee Offsets							\$0.00
Net Fee Due							\$183.82

- (1) This Registration Statement covers shares of our common stock, \$0.001 par value per share, of Ekso Bionics Holdings, Inc., or the Registrant, authorized for issuance pursuant to the Ekso Bionics Holdings, Inc. Amended and Restated 2014 Equity Incentive Plan (the "Plan"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares that may become issuable under the Plan by reason of any substitutions or adjustments to shares to account for any change in corporate capitalization, such as a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off or other distribution of stock or property of the Registrant, combination or exchange of shares, dividend in kind or other like change in capital structure.
- (2) This Registration Statement registers 1,200,000 shares of common stock for issuance pursuant to the Plan. In accordance with Rule 416 under the Securities Act, this Registration Statement shall be deemed to cover an indeterminate number of additional shares of common stock, as may be issuable pursuant to future stock dividends, stock splits, or similar transactions.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based on the average of the high (\$1.42) and low (\$1.36) prices of the Registrant's common stock as reporting on the Nasdaq Capital Market, which was \$1.39 on June 9, 2023.