

FORM D

Notice of Exempt
Offering of SecuritiesUNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076

Expires: June 30, 2012

Estimated Average burden hours
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

0001549084

Previous Name(s)

☐ None

PN Med Group, Inc.

Entity Type

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

Name of Issuer

EKSO BIONICS HOLDINGS,
INC.

Jurisdiction of

Incorporation/Organization

NEVADA

Year of Incorporation/Organization

☐ Over Five Years Ago☒ Within Last Five Years
(Specify Year)

2012

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

EKSO BIONICS HOLDINGS, INC.

Street Address 1

1414 HARBOUR WAY SOUTH

Street Address 2

SUITE 1201

City

RICHMOND

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94804

Phone No. of Issuer

510-984-1761

3. Related Persons

Last Name

Harding

First Name

Nathan

Middle Name

Street Address 1

1414 Harbour Way South

Street Address 2

Suite 1201

City

Richmond

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94804

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Chief Executive Officer and President

Last Name

Boren

First Name

Daniel

Middle Name

Street Address 1

Street Address 2

1414 Harbour Way South **Suite 1201**

City State/Province/Country ZIP/Postal Code
Richmond **CALIFORNIA** **94804**

Relationship: ☐ Executive Officer ☒ **Director** ☐ Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Moreman **Frank**

Street Address 1 Street Address 2
1414 Harbour Way South **Suite 1201**

City State/Province/Country ZIP/Postal Code
Richmond **CALIFORNIA** **94804**

Relationship: ☒ Executive Officer ☐ **Director** ☐ Promoter

Clarification of Response (if Necessary)

Chief Operating Officer

Last Name First Name Middle Name
Angold **Russ**

Street Address 1 Street Address 2
1414 Harbour Way South **Suite 1201**

City State/Province/Country ZIP/Postal Code
Richmond **CALIFORNIA** **94804**

Relationship: ☒ Executive Officer ☐ **Director** ☐ Promoter

Clarification of Response (if Necessary)

Chief Technology Officer

Last Name First Name Middle Name
Hamilton **Marilyn**

Street Address 1 Street Address 2
1414 Harbour Way South **Suite 1201**

City State/Province/Country ZIP/Postal Code
Richmond **CALIFORNIA** **94804**

Relationship: ☐ Executive Officer ☒ **Director** ☐ Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name
Scheder-Bieschin **Max**

Street Address 1 Street Address 2
1414 Harbour Way South **Suite 1201**

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Richmond"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="94804"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

<input type="text" value="Chief Financial Officer, Treasurer and Secretary"/>

Last Name	First Name	Middle Name
<input type="text" value="Sherman"/>	<input type="text" value="Steven"/>	

Street Address 1	Street Address 2
<input type="text" value="1414 Harbour Way South"/>	<input type="text" value="Suite 1201"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Richmond"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="94804"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
<input type="text" value="Peurach"/>	<input type="text" value="Jack"/>	

Street Address 1	Street Address 2
<input type="text" value="1414 Harbour Way South"/>	<input type="text" value="Suite 1201"/>

City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Richmond"/>	<input type="text" value="CALIFORNIA"/>	<input type="text" value="94804"/>

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input checked="" type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | | |
| <input type="checkbox"/> Other Banking & Financial Services | | |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Energy | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Electric Utilities | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Energy Conservation | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Environmental Services | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Oil & Gas | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

Revenue Range

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☒ Decline to Disclose
- ☐ Not Applicable

Aggregate Net Asset Value Range

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 505
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 506
- ☐ Rule 504 (b)(1)(ii)
- ☐ Securities Act Section 4(6)
- ☐ Rule 504 (b)(1)(iii)
- ☐ Investment Company Act Section 3(c)

7. Type of Filing

- ☒ New Notice Date of First Sale **2014-01-15** ☐ First Sale Yet to Occur
- ☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- ☐ Pooled Investment Fund Interests
- ☒ Equity
- ☐ Tenant-in-Common Securities
- ☐ Debt
- ☐ Mineral Property Securities
- ☒ Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon
- ☒ Exercise of Option, Warrant or Other Right to Acquire Security
- ☒ Other (describe)

Common stock, warrants to purchase common stock and stock options.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☒ Yes ☐ No

Clarification of Response (if Necessary)

Pursuant to Agreement and Plan of Merger, Issuer issued 42,615,546 shares of Common Stock ("CS") to shareholders of Ekso Bionics, Inc. ("Ekso") and warrants to purchase 3,365,012 shares of CS and options to purchase 7,586,459 shares of CS.

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
State(s) of Solicitation	<input type="checkbox"/> All States	
<input type="text"/>		

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD ☐ Indefinite

Clarification of Response (if Necessary)

Represents aggregate value of 42,615,546 shares of Common Stock ("CS") at \$1/share; 3,365,012 warrants to purchase CS at an exercise price of \$1.3781/share; and 7,586,459 options to purchase CS with a weighted average exercise price of \$0.46/share.

14. Investors

☒ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking **SUBMIT** below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
EKSO BIONICS HOLDINGS, INC.	/s/ Nathan Harding	Nathan Harding	Chief Executive Officer and President	2014-01-30