

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): **January 29, 2014**



**Ekso Bionics Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**333-181229**  
(Commission File  
Number)

**99-0367049**  
(I.R.S. Employer  
Identification Number)

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

**1-510-984-1761**  
(Registrant's telephone number, including area code)

**n/a**  
(Former name or former address, if changed since last report)

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

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Item 1.01. Entry into a Material Definitive Agreement**

The information contained in Item 3.02 below is incorporated herein by reference.

### **Item 3.02 Unregistered Sales of Equity Securities.**

On January 29, 2014, Ekso Bionics Holdings, Inc. (the “Company”) completed a second closing of the private placement offering (the “PPO”) previously disclosed by the Company in its Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2014, which is incorporated by reference herein. The Company issued and sold 6,856,500 additional Units of securities, at a purchase price of \$1.00 per Unit, each Unit consisting of one share of the Company’s common stock, \$0.001 par value per share (the “Common Stock”) and a warrant to purchase one share of Common Stock at an exercise price of \$2.00 per share and with a term of five years (the “PPO Warrants”).

The aggregate additional gross proceeds from the second closing of the PPO were \$6,856,500 (before deducting placement agent fees and expenses estimated at approximately \$694,000).

Investors in the Units have weighted average anti-dilution protection with respect to the shares of Common Stock included in the Units if within 24 months after the final closing of the PPO the Company shall issue additional shares of Common Stock or Common Stock equivalents (subject to customary exceptions, including but not limited to issuances of awards under the Company’s 2014 Equity Incentive Plan) for consideration per share less than \$1.00. The PPO Warrants have weighted average anti-dilution protection, subject to customary exceptions. Investors in the Units will become parties to the Registration Rights Agreement dated January 15, 2014 by and between the Company and the investors party thereto, which was previously described in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 23, 2014.

As previously disclosed, the PPO was exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), in reliance upon the exemption provided by Regulation D promulgated by the SEC thereunder. The PPO was sold to “accredited investors,” as defined in Regulation D, and was conducted on a “best efforts” basis.

The Company paid the placement agent in the PPO, Gottbetter Capital Markets, LLC (the “Placement Agent”), a registered broker-dealer, cash commissions of 10% of funds raised and issued to it warrants to purchase a number of shares of Common Stock equal to 10% (or 2% in the case of certain named investors) of the number of shares of Common Stock included in the Units sold in the PPO, with a term of five (5) years and an exercise price of \$1.00 per share (the “PPO Agent Warrants”). The PPO Agent Warrants have weighted average anti-dilution protection, subject to customary exceptions. Any sub-agent of the Placement Agent that introduced investors to the PPO was entitled to share in the cash fees and warrants attributable to those investors as described above.

All descriptions of the Subscription Agreement, the PPO Warrants, the PPO Agent Warrants and the Registration Rights Agreement herein are qualified in their entirety by reference to the text thereof filed as exhibits 10.5, 10.8, 10.9 and 10.10, respectively, to the Company’s Current Report on Form 8-K filed with the SEC on January 23, 2014.

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## Item 9.01 Financial Statements and Exhibits.

In reviewing the agreements included or incorporated by reference as exhibits to this Current Report on Form 8-K, please remember that they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or the other parties to the agreements. The agreements may contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this Current Report on Form 8-K and the Company's other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>.

### (d) Exhibits

Exhibit Number	Description
10.1	Form of Subscription Agreement between the Registrant and the investors party thereto ( <i>incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on January 23, 2014</i> )
10.2	Form of PPO Warrant for Common Stock of the Registrant ( <i>incorporated by reference to Exhibit 10.8 to the Company's Current Report on Form 8-K filed on January 23, 2014</i> )
10.3	Form of PPO Agent Warrant for Common Stock of the Registrant( <i>incorporated by reference to Exhibit 10.9 to the Company's Current Report on Form 8-K filed on January 23, 2014</i> )
10.4	Form of Registration Rights Agreement ( <i>incorporated by reference to Exhibit 10.10 to the Company's Current Report on Form 8-K filed on January 23, 2014</i> )
10.5	Placement Agency Agreement, dated December 5, 2013, between the Registrant and Gottbetter Capital Markets, LLC ( <i>incorporated by reference to Exhibit 10.11 to the Company's Current Report on Form 8-K filed on January 23, 2014</i> )
10.6*	Amendment to Placement Agency Agreement, dated January 28, 2014, between the Registrant and Gottbetter Capital Markets, LLC

\* Filed herewith

## SIGNATURES

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

### **EKSO BIONICS HOLDINGS, INC.**

Dated: January 30, 2014

By: /s/ Nathan Harding

Name: Nathan Harding

Title: Chief Executive Officer

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**FIRST AMENDMENT**

This First Amendment to Placement Agency Agreement (“Amendment”) is entered into as of the 28<sup>th</sup> day of January 2014, by and between EKSO Bionic Holdings, Inc. (f/k/a PN Med Group Inc.) (“Company”) and Gottbetter Capital Markets, LLC (“Placement Agent”) and amends the Placement Agency Agreement dated December 5, 2013 (the “Agreement”).

The Parties to the Agreement hereby amend and restate in its entirety the following paragraphs of the Agreement to read as follows:

Paragraph 2:

The Offering of the Units will be made by the Placement Agent and its selected dealers, with each Unit consisting of one (1) share of the Company’s Common Stock and a warrant to purchase one (1) share of the Company’s Common Stock at an exercise price per share of Two Dollars (\$2.00), which warrant will be exercisable for a period of five (5) years from the initial closing of the Offering (the “Investor Warrants”). The Offering Price for the Units will be One Dollar (\$1.00) per Unit (the “Offering Price”). The Offering will consist of the sale of a minimum of Twelve Million (12,000,000) Units for a minimum amount of Twelve Million Dollars (\$12,000,000) (the “Minimum Amount”) and a maximum of Twenty Million (20,000,000) Units for maximum amount of Twenty Million Dollars (\$20,000,000) (the “Maximum Amount”). In the event the Offering is oversubscribed, the Company, with the consent of the Placement Agent, may sell up to an additional Ten Million Three Hundred Thousand Dollars (\$10,300,000) through the sale of Ten Million Three Hundred Thousand (10,300,000) Units (the “Over-allotment Option”). The Investor Warrants will have weighted average anti-dilution protection, subject to the customary exceptions as set forth in the offering documents.

Paragraph 5:

The Offering will be offered until the earlier of the time that the Maximum Amount, plus any discretionary over-allotment are sold or until January 31, 2014 (such date, the “Termination Date” and such period, the “Offering Period”). The Termination Date and the Offering Period may be extended until February 14, 2014 at the discretion of the Company with the consent of Ekso.

This Amendment is hereby made part of and incorporated into the Agreement, with all the terms and conditions of the Agreement remaining in full force and effect, except to the extent modified hereby.

This Amendment may be executed in multiple counterparts, each of which may be executed by less than all of the parties and shall be deemed to be an original instrument which shall be enforceable against the parties actually executing such counterparts and all of which together shall constitute one and the same instrument. The exchange of copies of this Amendment and of signature pages by facsimile transmission or in pdf format shall constitute effective execution and delivery of this Amendment as to the parties and may be used in lieu of the original Amendment for all purposes. Signatures of the parties transmitted by facsimile or in pdf format shall be deemed to be their original signatures for all purposes.

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IN WITNESS WHEREOF, this Amendment has been executed and delivered by the parties below effective as of the date first set forth above.

EKSO Bionics Holdings, Inc.

By: /s/ Nathan Harding

Name: Nathan Harding

Title: Chief Executive Officer

GOTTBETTER CAPITAL MARKETS, LLC

By: /s/ Julio A. Marquez

Name: Julio A. Marquez

Title: President

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