

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**AMENDMENT NO. 1 TO
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Ekso Bionics Holdings, Inc.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

**WARRANTS TO PURCHASE COMMON STOCK
(Title of Class of Securities)**

282644103
(CUSIP Number of Common Stock Underlying Warrants)

**Mr. Nathan Harding, CEO
Ekso Bionics Holdings, Inc.
1414 Harbour Way South, Suite 1201
Richmond, California 94804
(510) 984-1761**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copy to:

**Michelle L. Basil, Esq.
Nutter, McClennen & Fish, LLP
155 Seaport Boulevard
Boston, MA 02210
(617) 439-2000**

CALCULATION OF FILING FEE:

Transaction valuation⁽¹⁾	Amount of filing fee⁽¹⁾⁽²⁾
\$ 42,571,500.00	\$ 4,947.00

(1) Estimated for purposes of calculating the amount of the filing fee only. The transaction is an offer to amend and exercise warrants to purchase an aggregate of 30,300,000 shares of common stock (the "Offer to Amend and Exercise"), consisting of outstanding warrants to purchase 30,300,000 shares of the Company's common stock at an exercise price of \$2.00 per share, issued to investors participating in the Company's private placement financing with respect to which closings occurred on January 15, 2014, January 29, 2014 and February 6, 2014 (the "Original Warrants"). The transaction value is calculated pursuant to Rule 0-11 using \$1.405 per share of common stock, which represents the average of the high and low sales price of the common stock on October 22, 2014.

(2) Calculated by multiplying the transaction value by .0001162.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$4,947.00
Form or Registration Number: 005-88365

Filing Party: Ekso Bionics Holdings, Inc.
Date Filed: October 23, 2014

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of a tender offer:

The alphabetical subsections used in the Item responses below correspond to the alphabetical subsections of the applicable items of Regulation M-A promulgated under the federal securities laws.

If applicable, check the appropriate box(es) below to designate the appropriate note provision(s):

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-

This Amendment No. 1 (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “SEC”) on October 23, 2014 (the “Schedule TO”), relating to an offer by Ekso Bionics Holdings, Inc. (the “Company”) to amend warrants to purchase an aggregate of 30,300,000 shares of common stock issued to investors in the Company’s private placement financings that closed on January 15, 2014, January 29, 2014 and February 6, 2014.

Pursuant to Rule 12b-15 under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), this Amendment No. 1 amends and restates only the items of the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits in the Schedule TO are not included herein. This Amendment No. 1 should be read in conjunction with the Schedule TO and the related Offering Materials, as the same may be further amended or supplemented hereafter and filed with the SEC.

Item 1. SUMMARY TERM SHEET

The information set forth in Item 4 below is incorporated herein by reference.

Item 4. TERMS OF THE TRANSACTION

This Amendment No. 1 amends and supplements Items 1 and 4 of the Schedule TO as follows:

Extension of the Offer to Amend and Exercise

The Company has extended the Offer to Amend and Exercise by four hours. The Offer to Amend and Exercise, which was previously scheduled to expire November 20, 2014 at 5:00 p.m. Pacific time, will now remain open until November 20, 2014 at 9:00 p.m. Pacific time (midnight Eastern time), unless further extended. Throughout the Schedule TO, the Offer to Amend and Exercise and the other Offering Materials and Acceptance and Exercise Documents, all references to the Expiration Date of the Offer to Amend and Exercise are hereby amended to extend the Expiration Date of the Offer to Amend and Exercise until 9:00 p.m. Pacific time (midnight Eastern time) on November 20, 2014.

Clarification Regarding Who May Participate in the Offer to Amend and Exercise

Although the Company requires that holders of Original Warrants complete an accredited investor questionnaire, holders of Original Warrants are not required to be accredited investors in order to participate in the Offer to Amend and Exercise. All holders of Original Warrants at the time of their investment in the Company's private placement financing with respect to which closings occurred on January 15, 2014, January 29, 2014 and February 6, 2014 represented to the Company that they were accredited investors as of the date of their investment. If any holders of Original Warrants have ceased to be accredited investors, we ask that they indicate as such in the accredited investor questionnaire by checking the box marked "The entity is not an 'Accredited Investor' because none of the above apply."

Accordingly, subsection (i) under the sub-heading "Conditions" in the Summary of Terms and subsection (i) under Section 6 "Conditions to the Offer to Amend and Exercise" in the Offer to Amend and Exercise are hereby amended by inserting the preceding paragraph of this "Clarification Regarding Who May Participate in the Offer to Amend and Exercise" at the end thereof.

Clarification Regarding Compliance with State Law

All statements in the Offer to Amend and Exercise stating that the Company will not accept any Election to Consent, Participate and Exercise Warrant from or on behalf of Original Warrant holders "in any jurisdiction in which the Offer to Amend and Exercise or the exercise of the Amended Warrants would not be in compliance with the laws of such jurisdiction" and any statements of similar import contained in the Offer to Amend and Exercise and the other Offering Materials and Acceptance and Exercise Documents are hereby deleted and replaced with the following: "The Company will not accept any Election to Consent, Participate and Exercise Warrant from or on behalf of Original Warrant holders in any state where the Company is prohibited from making the Offer to Amend and Exercise by administrative or judicial action pursuant to a state statute after a good faith effort by the Company to comply with such statute."

Extension of Offer to Amend and Exercise Period

In the event that the Company elects to extend the Expiration Date, it will issue a notice of such extension by press release or other public announcement, which notice will include the approximate number of Warrant Shares to be purchased pursuant to the Offer to Amend and Exercise based upon the Offering Materials received by the Company as of such date, and will be issued no later than 6:00 a.m. Pacific time (9:00 a.m. Eastern time) on the next business day after the scheduled Expiration Date of the Offer to Amend and Exercise.

Accordingly, Section 7 "Extension of Offer to Amend and Exercise Period; Termination; Amendments" is hereby amended by adding the immediately preceding paragraph after the first sentence thereof.

Item 10. FINANCIAL STATEMENTS.

This Amendment No. 1 amends and supplements Item 10(a) as follows:

The following table sets forth information regarding the Company's ratio of earnings to fixed charges for each of the periods shown. For purposes of calculating this ratio, (i) earnings consist of loss from operations, and (ii) fixed charges consist of interest expense, which includes amortization of deferred financing costs and imputed interest on the Company's lease obligations. The interest component of rent was determined based on an estimate of a reasonable interest factor at the inception of the leases.

	Year ended December 31,		Six months ended June 30, 2014	
	2013	2012	2014	2013
Ratio of Earnings to Fixed Charges	(A)	(A)	(B)	(B)

(A) Due to the Company's loss for the fiscal years ended December 31, 2013 and 2012, the ratio coverage was less than 1:1 for such period. The Company would have had to generate additional earnings of \$12.1 million and \$15.1 million for the fiscal years ended December 31, 2013 and 2012, respectively, to have achieved a coverage ratio of 1:1.

(B) Due to the Company's loss for the six months ended June 30, 2014 and 2013, the ratio coverage was less than 1:1 for such period. The Company would have had to generate additional earnings of \$8.7 million and \$7.2 million for the six months ended June 30, 2014 and 2013, respectively, to have achieved a coverage ratio of 1:1.

Item 12. EXHIBITS.

This Amendment No. 1 amends and restates Item 12 as follows:

The following are attached as exhibits to this Schedule TO:

- (a) (1)(A) Letter to Holders of Original Warrants*
- (1)(B) Offer to Amend and Exercise*
- (1)(C) Form of Election to Consent, Participate and Exercise Warrant*
- (1)(D) Form of Notice of Withdrawal*
- (1)(E) Form of Amendment to Original Warrant (with respect to Offer to Amend and Exercise)*
- (1)(F) Form of Amendment to Original Warrant (with respect to Anti-Dilution Amendment)*
- (1)(G) Form of Supplemental Information Letter to Holders of Original Warrants
- (b) Not applicable.
- (d) (1) Warrant Agent Agreement, dated October 21, 2014, by and between the Company and Katalyst Securities LLC*
- (2) Warrant Agent Agreement, dated October 21, 2014, by and between the Company and EDI Financial, Inc.*

- (3) Registration Rights Agreement (incorporated by reference to Exhibit 10.10 to the Company's Current Report on Form 8-K, as filed with the SEC on January 23, 2014)
- (4) "Certain Relationships and Related Party Transactions – Registration Rights" contained in Registration Statement on Form S-1 (File No. 333-195783) (as filed with the SEC on May 7, 2014, declared effective on June 20, 2014 and incorporated herein by reference)

(g) None.

(h) None.

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EKSO BIONICS HOLDINGS, INC.

By: /s/ Nathan Harding
Name: Nathan Harding
Title: Chief Executive Officer
(Principal Executive Officer)

Date: November 10, 2014

November __, 2014

EKSO BIONICS HOLDINGS, INC.
1414 Harbour Way South, Suite 1201
Richmond, California 94804

To the Holders of the Original Warrants:

As you know, Ekso Bionics Holdings, Inc. (the “**Company**”) is offering holders of certain warrants to purchase common stock of the Company the opportunity to amend and exercise their warrants at a temporarily reduced cash exercise price of \$1.00 per share of common stock, upon the terms set forth in the Offer to Amend and Exercise Warrants to Purchase Common Stock dated as of October 23, 2014 (the “**Offer to Amend and Exercise**”). The warrants subject to the Offer to Amend and Exercise are outstanding warrants to purchase 30,300,000 shares of the Company’s common stock (the “**Warrant Shares**”) at an exercise price of \$2.00 per share, issued to investors participating in the Company’s private placement financing with respect to which closings occurred on January 15, 2014, January 29, 2014 and February 6, 2014 (the “**Original Warrants**”). All terms not defined in this letter shall have the meanings set forth in the Offer to Amend and Exercise.

Offering materials comprised of an Offer to Amend and Exercise together with the Election to Consent, Participate and Exercise Warrant, form of Amended Warrant and Notice of Withdrawal (collectively, the “**Offering Materials**”), each dated October 23, 2014, were previously provided to you. Since the mailing of the offering materials, the Company has received comments to the offering materials from the Securities and Exchange Commission (the “**SEC**”). In response to the SEC’s comments, we have amended the Schedule TO and made the following changes to the Offering Materials:

- We have extended the Offer to Amend and Exercise by four hours. The Offer to Amend and Exercise, which was previously scheduled to expire November 20, 2014 at 5:00 p.m. Pacific time, will now remain open until November 20, 2014 at 9:00 p.m. Pacific time (midnight Eastern time).
- We have supplemented the Offering Materials to include the Company’s recently filed Quarterly Report on Form 10-Q for the interim period ended September 30, 2014, a copy of which is enclosed with this letter. This Quarterly Report on Form 10-Q provides important information and updates concerning the Company’s financial results and condition, regulatory plans and other matters. We also have amended the Offer to Amend and Exercise to reflect changes in the Company’s regulatory plans consistent with the Company’s disclosures in the enclosed Quarterly Report on Form 10-Q.
- Notwithstanding the requirement that you complete and return to the Company an Accredited Investor Questionnaire in order to participate in the Offer to Amend and Exercise, we would like to call your attention to the fact that you are not required to be an accredited investor in order to participate in the Offer to Amend and Exercise.

To participate in the Offer to Amend and Exercise and exercise an amended warrant (the “**Amended Warrant**”) to receive the number of shares of Company common stock issuable therefor, you must deliver to the Company, prior to the expiration of the Offer to Amend and Exercise, which is 9:00 p.m. Pacific time (midnight Eastern time) on November 20, 2014, as may be extended by the Company in its sole discretion (the “**Expiration Date**”), the following: (i) a signed and completed copy of the enclosed Election to Consent, Participate and Exercise Warrant, (ii) a signed and completed copy of the enclosed Accredited Investor Questionnaire, (iii) the original copy of your Original Warrant (or an Affidavit of Loss and Indemnification Agreement) for cancellation, and (iv) cash in the amount equal to \$1.00 per share multiplied by the number of shares of common stock you elect to purchase (collectively, the “**Acceptance and Exercise Documents**”). The Acceptance and Exercise Documents, including the cash tendered by check or wire transfer, must be delivered as set forth in the Offer to Amend and Exercise. If you properly tender (and do not validly withdraw) these materials on or prior to the Expiration Date, promptly following the Expiration Date, we intend to notify the escrow agent and our transfer agent of our acceptance of your payment of the exercise price and these materials and issue and deliver to you the number of shares of Company common stock issuable under the Amended Warrant.

If you change your mind and do not want to participate in the Offer to Amend and Exercise, you may submit a Notice of Withdrawal to the Company at any time prior to the Expiration Date. The Notice of Withdrawal must be properly completed and must be returned to the Company on or prior to the Expiration Date. However, if we have not accepted your tendered Original Warrants and other Acceptance and Exercise Documents by December 19, 2014, which is the fortieth business day from the commencement of the Offer to Amend and Exercise, you may change your mind and submit a Notice of Withdrawal to us after December 19, 2014. If you properly withdraw in a timely manner as set forth above, we will promptly: (i) cancel your signed copy of the Election to Consent, Participate and Exercise Warrant, (ii) return the original copy of your Original Warrant, or issue you a new Original Warrant if you submitted an Affidavit of Loss and Indemnification Agreement, and (iii) provide you with a check equal to the amount of cash you paid to exercise the Amended Warrant.

Thank you for your time and attention.

Very truly yours,

Ekso Bionics Holdings, Inc.
Nathan Harding
Chief Executive Officer

Enclosure:

Quarterly Report on Form 10-Q for the period ended September 30, 2014