

FORM D

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

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

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

(203) 723-3576

3. Related Persons

Last Name

Harding

First Name

Nathan

Middle Name

Street Address 1

Ekso Bionics Holdings, Inc.

Street Address 2

1414 Harbour Way South, 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

Last Name

Scheder-Bieschin

First Name

Max

Middle Name

Street Address 1

Street Address 2

Ekso Bionics Holdings, Inc.	1414 Harbour Way South, Suite 1201
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City	State/Province/Country	ZIP/Postal Code
Richmond	CALIFORNIA	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)

Chief Financial Officer, Treasurer and Secretary

Last Name	First Name	Middle Name
Looby	Thomas	

Street Address 1	Street Address 2
Ekso Bionics Holdings, Inc.	1414 Harbour Way South, Suite 1201

City	State/Province/Country	ZIP/Postal Code
Richmond	CALIFORNIA	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)

President and Chief Commercial Officer

Last Name	First Name	Middle Name
Angold	Russ	

Street Address 1	Street Address 2
Ekso Bionics Holdings, Inc.	1414 Harbour Way South, Suite 1201

City	State/Province/Country	ZIP/Postal Code
Richmond	CALIFORNIA	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)

Chief Technology Officer

Last Name	First Name	Middle Name
Boren	Daniel	

Street Address 1	Street Address 2
Ekso Bionics Holdings, Inc.	1414 Harbour Way South, Suite 1201

City	State/Province/Country	ZIP/Postal Code
Richmond	CALIFORNIA	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
Hamilton	Marilyn	

Street Address 1	Street Address 2

Ekso Bionics Holdings, Inc.		1414 Harbour Way South, Suite 1201	
City	State/Province/Country	ZIP/Postal Code	
Richmond	CALIFORNIA	94804	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Sherman	Steven		
Street Address 1	Street Address 2		
Ekso Bionics Holdings, Inc.	1414 Harbour Way South, Suite 1201		
City	State/Province/Country	ZIP/Postal Code	
Richmond	CALIFORNIA	94804	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
Peurach	Jack		
Street Address 1	Street Address 2		
Ekso Bionics Holdings, Inc.	1414 Harbour Way South, Suite 1201		
City	State/Province/Country	ZIP/Postal Code	
Richmond	CALIFORNIA	94804	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

4. Industry Group

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

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)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

7. Type of Filing

- ☒ New Notice Date of First Sale **2014-11-20** ☐ 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)

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)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient

Recipient CRD Number

☐ None

Katalyst Securities LLC

112494

(Associated) Broker or Dealer

☐ None

(Associated) Broker or Dealer CRD Number

☐ None

EDI Financial, Inc.

15699

Street Address 1

Street Address 2

15 MAIDEN LANE, SUITE 601

City

State/Province/Country

ZIP/Postal Code

NEW YORK

NEW YORK

10038

State(s) of Solicitation

☐ All States

☐ Foreign/Non-US

ARIZONA

CALIFORNIA

COLORADO

CONNECTICUT

DELAWARE

FLORIDA

GEORGIA

HAWAII

ILLINOIS

INDIANA

MARYLAND

MASSACHUSETTS

MICHIGAN

NEW HAMPSHIRE

NEW JERSEY

NEW YORK

OHIO

OKLAHOMA

OREGON

PENNSYLVANIA

SOUTH DAKOTA

TEXAS

VIRGINIA

WASHINGTON

WISCONSIN

Recipient

Recipient CRD Number

☐ None

Katalyst Securities LLC

112494

(Associated) Broker or Dealer

☐ None

(Associated) Broker or Dealer CRD Number

☐ None

Dinosaur Securities L.L.C.		10446
Street Address 1		Street Address 2
15 MAIDEN LANE, SUITE 601		
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10038
State(s) of Solicitation		
<input type="checkbox"/> All States		
<input type="checkbox"/> Foreign/Non-US		

- ARIZONA
- CALIFORNIA
- COLORADO
- CONNECTICUT
- DELAWARE
- FLORIDA
- GEORGIA
- HAWAII
- ILLINOIS
- INDIANA
- MARYLAND
- MASSACHUSETTS
- MICHIGAN
- NEW HAMPSHIRE
- NEW JERSEY
- NEW YORK
- OHIO
- OKLAHOMA
- OREGON
- PENNSYLVANIA
- SOUTH DAKOTA
- TEXAS
- VIRGINIA
- WASHINGTON
- WISCONSIN

13. Offering and Sales Amounts

Total Offering Amount	\$	30300000	USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$	22755500	USD	
Total Remaining to be Sold	\$	7544500	USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

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:

157

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 \$ 1137775 USD ☐ Estimate

Finders' Fees \$ 0 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.

\$ 2400000 USD ☒ Estimate

Clarification of Response (if Necessary)

Certain proceeds will be used by the Company for general working capital, including compensation expected to be paid to certain executive officers and/or directors who are listed as Related Persons herein over a 24 month period.

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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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/ Max Scheder- Bieschin	Max Scheder- Bieschin	Chief Financial Officer	2014-12-04