

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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.)

**1414 Harbour Way, Suite 1201**

**Richmond, California**

(Address of Principal Executive Offices)

**94804**

(Zip Code)

**Amended and Restated 2014 Equity Incentive Plan**  
(Full Title of the Plan)

**Nathan Harding, CEO**

**Ekso Bionics Holdings, Inc.**

**1414 Harbour Way, Suite 1201**

**Richmond, CA 94804**

**(510) 984-1761**

(Name, address and telephone number, including area code, of agent for service)

Copy to:

Michelle L. Basil, Esq.

Nutter, McClennen & Fish, LLP

155 Seaport Boulevard

Boston, MA 02210

(617) 439-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Non-Accelerated Filer

Accelerated Filer

Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.001 per share	11,590,000(1)	\$ 1.38(2)	\$ 15,994,200(2)	\$ 1,858.53

- (1) The registrant is filing this Registration Statement to register the issuance of an additional 11,590,000 shares of Common Stock that may be issued under the registrant's Amended and Restated 2014 Equity Incentive Plan (the "Plan"), which shares are in addition to 14,410,000 shares of Common Stock previously registered pursuant to a Registration Statement on Form S-8 (Registration No. 333-198357) and filed with the Securities and Exchange Commission. This registration statement also covers an indeterminate number of shares that may become issuable under the Plan as a result of a stock dividend, stock split, or other recapitalization
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933, as amended, based on the price at which options may be exercised and where such price is not known, the average of the high and low sale prices as of September 21, 2015, which was \$1.38.

**EXPLANATORY NOTE; INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8 (NO. 333-198357)**

This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 relating to Ekso Bionics Holdings, Inc.'s 2014 Equity Incentive Plan (the "Plan") is already effective. Pursuant to Instruction E to Form S-8, we incorporate by reference into this Registration Statement the contents of the registration statement that we filed on Form S-8 (File No. 333-198357) with the Securities and Exchange Commission on August 25, 2014 in its entirety and including exhibits thereto, relating to the registration of 14,410,000 shares of our Common Stock, par value \$0.001 per share, authorized for issuance under the Plan. This Registration Statement provides for the registration of an additional 11,590,000 shares of Common Stock to be issued under the Plan. These 11,590,000 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 10, 2015 at the 2015 Annual Meeting of Stockholders of Ekso Bionics Holdings, Inc.

**Item 8. Exhibits**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Articles of Incorporation of the Registrant ( <i>incorporated by reference from the Registrant's Annual Report on Form 10-K filed on March 19, 2015</i> )
5.1*	Opinion of Nutter, McClennen & Fish, LLP.
23.1*	Consent of Nutter, McClennen & Fish, LLP (included in Exhibit 5.1).
23.2*	Consent of OUM & CO LLP.
24.1*	Power of Attorney (included in the signature page to this Registration Statement).
99.1	The Registrant's Amended and Restated 2014 Equity Incentive Plan ( <i>incorporated by reference from Appendix A to Registrant's Proxy Statement on Schedule 14 filed on May 11, 2014</i> )
99.2	Form of Director Option Agreement under 2014 Equity Incentive Plan ( <i>incorporated by reference from the Registrant's Current Report on Form 8-K filed on January 23, 2014</i> )
99.3	Form of Employee Option Agreement under 2014 Equity Incentive Plan ( <i>incorporated by reference from the Registrant's Current Report on Form 8-K filed on January 23, 2014</i> )

\*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 Richmond, State of California, on September 25, 2015.

### EKSO BIONICS HOLDINGS, INC.

By: /s/ Nathan Harding

Nathan Harding  
Chief Executive Officer  
(principal executive officer)

By: /s/ Max Scheder-Bieschin

Max Scheder-Bieschin  
Chief Financial Officer (principal financial and accounting officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Nathan Harding and Max Scheder-Bieschin, 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 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.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steven Sherman</u> Steven Sherman	Director and Chairman of the Board	September 25, 2015
<u>/s/ Nathan Harding</u> Nathan Harding	Director and Chief Executive Officer (principal executive officer)	September 25, 2015
<u>/s/ Daniel Boren</u> Daniel Boren	Director	September 25, 2015
<u>/s/ Marilyn Hamilton</u> Marilyn Hamilton	Director	September 25, 2015
<u>/s/ Jack Peurach</u> Jack Peurach	Director	September 25, 2015
<u>/s/ Stanley Stern</u> Stanley Stern	Director	September 25, 2015
<u>/s/ Amy Wendell</u> Amy Wendell	Director	September 25, 2015
<u>/s/ Max Scheder-Bieschin</u> Max Scheder-Bieschin	Chief Financial Officer (principal financial and accounting officer)	September 25, 2015



September 25, 2015  
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Ekso Bionics Holdings, Inc.  
1414 Harbour Way South, Suite 1201  
Richmond, CA 94804

Ladies and Gentlemen:

We have acted as counsel to Ekso Bionics Holdings, Inc., a Nevada corporation (the “**Company**”), in connection with the preparation and filing of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to up to 11,590,000 shares (the “**Shares**”) of the Company’s common stock, par value \$0.001 per share, that may be issued under the Company’s Amended and Restated 2014 Equity Incentive Plan (the “**Plan**”).

We have examined such documents and made such other investigation as we have deemed appropriate to render the opinion set forth below. As to matters of fact material to our opinion, we have relied, without independent verification, on certificates and other inquiries of officers of the Company. We have also relied on certificates of public officials.

The opinion expressed below is limited to the general corporate law of the state of Nevada, the applicable provisions of the Nevada Constitution, and reported judicial decisions interpreting these laws.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued, delivered, and paid for in accordance with the Plan, the Registration Statement and the related Prospectus, will be validly issued, fully paid and nonassessable.

This opinion letter shall be interpreted in accordance with the Legal Opinion Principles issued by the Committee on Legal Opinions of the American Bar Association’s Business Law Section as published in 53 Bus. Law. 831 (May 1998).

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name in the prospectus constituting a part thereof. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Nutter, McClennen & Fish, LLP

Nutter, McClennen & Fish, LLP

EMA/MLB/MKK

**Nutter McClennen & Fish LLP** ■ Attorneys at Law

**Seaport West** ■ 155 Seaport Blvd. ■ Boston, MA 02210-2604 ■ 617-439-2000 ■ Fax: 617-310-9000 ■ [www.nutter.com](http://www.nutter.com)

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We 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 Ekso Bionics Holdings, Inc., of our report dated March 18, 2015 relating to the consolidated financial statements of Ekso Bionics Holdings, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

/s/ OUM & CO. LLP

San Francisco, California

September 23, 2015

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