

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **May 4, 2016**

**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**  
(IRS Employer  
Identification No.)

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

**(203) 723-3576**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Registrant's 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 3.03. Material Modification of Rights of Security Holders.**

On May 4, 2016, Ekso Bionics Holdings, Inc. (the “Company”) completed a reverse split of its common stock, par value \$0.001 (the “Common Stock”), at a ratio of one-for-seven (the “Reverse Split”).

As a result of the Reverse Split, every seven shares of the issued and outstanding Common Stock were automatically converted into one newly issued and outstanding share of Common Stock, without any change in the par value per share. Any fractional shares resulting from the Reverse Split have been rounded up to the nearest whole share. The Reverse Split has reduced the number of shares of Common Stock outstanding from approximately 113.3 million shares to approximately 16.2 million shares, and the number of authorized shares of Common Stock will be reduced from 500,000,000 shares to 71,428,571. The Company's Common Stock will begin trading on a split-adjusted basis at the market opening on May 5, 2016.

To effect the Reverse Split, the Company filed a Certificate of Change with the Secretary of State of Nevada pursuant to Nevada Revised Statutes Sections 78.207 and 78.209. Under Nevada law, the Company’s Articles of Incorporation were deemed amended at the effective time of the Reverse Split, 4:30 p.m. Eastern Time on May 4, 2016.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated by reference into this Item 5.03. A copy of the Certificate of Change is filed as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 7.01. Regulation FD Disclosure.**

On May 4, 2016, the Company issued a press release announcing the Reverse Split. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including the exhibit attached hereto, is furnished pursuant to Item 7.01 and shall not be deemed “filed” for any other purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act regardless of any general incorporation language in such filing unless specifically provided otherwise.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Change of Ekso Bionics Holdings, Inc. effective May 4, 2016
99.1	Press Release dated May 4, 2016

**SIGNATURE**

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

EKSO BIONICS HOLDINGS, INC.

By: /s/ Max Scheder-Bieschin  
Name: Max Scheder-Bieschin  
Title: Chief Financial Officer

Dated: May 4, 2016



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov



\*090303\*

**Certificate of Change Pursuant  
 to NRS 78.209**

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20160195608-08</b> Filing Date and Time <b>04/29/2016 1:56 PM</b> Entity Number <b>E0051992012-6</b>
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Change filed Pursuant to NRS 78.209**  
**For Nevada Profit Corporations**

1. Name of corporation:

Ekso Bionics Holdings, Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

500,000,000 shares of common stock, \$0.001 par value per share. 10,000,000 shares of preferred stock, \$0.001 par value per share.

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

71,428,571 share of common stock, \$0.001 par value per share. 10,000,000 shares of preferred stock, \$0.001 par value per share.

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

The corporation will issue one share of common stock for every seven shares of common stock issued and outstanding immediately prior to the effective date and time of the change.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

The corporation will issue such additional fraction of a share as is necessary to increase the fractional share a holder of common stock would otherwise receive to a full share.

7. Effective date and time of filing: (optional) Date:  Time:

8. Signature: (required) (must not be later than 90 days after the certificate is filed)

X *[Handwritten Signature]*  
 Signature of Officer

Title

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Stock Split  
 Revised: 1-5-15

**Ekso Bionics announces 1-for-7 Reverse Stock Split in preparation for Proposed Uplisting to NASDAQ**

**RICHMOND, CA – May 4, 2016** – Ekso Bionics Holdings, Inc. [OTCQB: EKSO], a robotic exoskeleton company, today announced that it has effected a 1-for-7 reverse split of its common stock in preparation for its planned application for listing of its common stock on the NASDAQ Capital Market. The reverse stock split was approved by the company's board of directors and is intended to allow the company to meet the minimum share price requirement for listing on the NASDAQ Capital Market. The company believes that it currently meets all of the listing requirements for listing the company's common stock on the NASDAQ Capital Market other than the minimum trading price requirement. However, there is no assurance that the company's listing application will be approved by NASDAQ.

"This reverse stock split is an important component of Ekso Bionic's capital markets strategy," stated Thomas Looby, president and chief executive officer of Ekso Bionics. "We believe moving the company's common stock listing to a national exchange will represent a significant step toward our efforts to create long-term shareholder value, while attracting a broader and more diverse shareholder base."

The reverse split became effective at close of market on Wednesday, May 4, 2016, and the company's common stock will begin trading on a post-split basis on the OTCQB under the temporary symbol "EKSOD" at market open Thursday, May 5, 2016. The temporary ticker symbol will remain in effect for 20 trading days to signify that the reverse stock split has occurred, after which it will revert back to "EKSO". In addition, the company's common stock will trade under a new CUSIP number, 282644202, as a result of the reverse split.

As a result of the reverse stock split, every seven shares of issued and outstanding common stock will be converted into one share of issued and outstanding common stock. Any fractional share resulting from the reverse split will be rounded up to the nearest whole share. Immediately after the reverse stock split becomes effective, the company will have approximately 16.2 million shares of common stock outstanding.

Shareholders of record are not required to send in their current stock certificates or evidence of book-entry or other electronic positions for exchange. Each stock certificate and book entry or other electronic position representing issued and outstanding shares of the company's common stock will be automatically adjusted. Shareholders should direct any questions concerning the reverse split to their broker or the company's transfer agent, VStock Transfer, LLC at (212) 828-8436.

Additionally, all of the company's options and warrants that are outstanding immediately before the reverse stock split will be adjusted by dividing the number of shares of common stock into which the options and warrants are exercisable by seven and multiplying the exercise price thereof by seven, in accordance with the terms of the plans, agreements, or arrangements governing such options and warrants.

Before the company can apply for listing of the company's common stock on the NASDAQ Capital Market, the Ekso common stock must trade above a minimum price of \$4.00 for 30 consecutive trading days. Once the company meets this minimum trading price requirement, the company intends to submit its application for listing with NASDAQ.

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## **About Ekso Bionics**

Since 2005, Ekso Bionics has been pioneering the field of robotic exoskeletons, or wearable robots, to augment human strength, endurance and mobility. The company's first commercially available product, called Ekso, has helped thousands of people living with paralysis take millions of steps not otherwise possible. By designing and creating some of the most forward-thinking and innovative solutions for people looking to augment human capabilities, Ekso Bionics is helping people rethink current physical limitations and achieve the remarkable.

Ekso Bionics is headquartered in Richmond, CA and is listed on the OTC QB under the symbol EKSO. [www.eksobionics.com](http://www.eksobionics.com)

## **Forward Looking Statements**

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements. Forward-looking statements may include, without limitation, statements regarding (i) the plans and objectives of management for future operations, including plans or objectives relating to the design, development and commercialization of human exoskeletons, (ii) a projection of financial results, financial condition, capital expenditures, capital structure or other financial items, (iii) the Company's future financial performance and (iv) the assumptions underlying or relating to any statement described in points (i), (ii) or (iii) above. Such forward-looking statements are not meant to predict or guarantee actual results, performance, events or circumstances and may not be realized because they are based upon the Company's current projections, plans, objectives, beliefs, expectations, estimates and assumptions and are subject to a number of risks and uncertainties and other influences, many of which the Company has no control over. Actual results and the timing of certain events and circumstances may differ materially from those described by the forward-looking statements as a result of these risks and uncertainties. Factors that may influence or contribute to the inaccuracy of the forward-looking statements or cause actual results to differ materially from expected or desired results may include, without limitation, the Company's inability to obtain adequate financing to fund the Company's operations and necessary to develop or enhance our technology, the significant length of time and resources associated with the development of the Company's products, the Company's failure to achieve broad market acceptance of the Company's products, the failure of our sales and marketing organization or partners to market our products effectively, adverse results in future clinical studies of the Company's medical device products, the failure to obtain or maintain patent protection for the Company's technology, failure to obtain or maintain regulatory approval to market the Company's medical devices, lack of product diversification, existing or increased competition, and the Company's failure to implement the Company's business plans or strategies. These and other factors are identified and described in more detail in the Company's filings with the SEC. To learn more about Ekso Bionics please visit us at [www.eksobionics.com](http://www.eksobionics.com). The Company does not undertake to update these forward-looking statements.

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### **Media Contacts:**

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