

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): **August 9, 2016**

Ekso Bionics Holdings, Inc.

(Exact Name of Registrant as specified in its charter)

Nevada
(State or Other Jurisdiction of
Incorporation)

000-55442
(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 8.01 Other Events.

On August 9, 2016, Ekso Bionics Holdings, Inc. (the “Company”) issued a press release announcing that it had priced the previously announced underwritten public offering of 3,750,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) at a price to the public of \$4.00 per share for net proceeds of \$13.7 million after deducting underwriting discounts and offering expenses payable by the Company and that it had been approved for listing on The NASDAQ Capital Market. The Company’s Common Stock will begin trading under the symbol “EKSO” at the opening of trading on August 9, 2016.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated August 9, 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: August 9, 2016



EKSO BIONICS HOLDINGS ANNOUNCES UPLISTING TO NASDAQ CAPITAL MARKET AND PRICING OF \$15 MILLION OFFERING OF COMMON STOCK

RICHMOND, CA—August 9, 2016—Ekso Bionics Holdings, Inc. (EKSO), a robotic exoskeleton company, today announced approval to list its common stock on the Nasdaq Capital Market. The Company's common stock will begin trading under the symbol "EKSO" at the opening of trading on August 9, 2016.

The Company also announced today the pricing of the previously announced underwritten public offering of 3,750,000 shares of its common stock to new and existing investors at a price to the public of \$4.00 per share. The offering is expected to close on or about August 12, 2016, subject to customary closing conditions. The Company expects to receive net proceeds of approximately \$13.7 million from the sale of common stock in the offering, after deducting the underwriting discounts and estimated offering expenses payable by it. The Company intends to use the net proceeds from this offering for its operations, including, but not limited to, increasing its investments (i) in its clinical, sales and marketing initiatives to accelerate adoption of the Ekso robotic exoskeleton in the rehabilitation market; (ii) in its research, development and commercialization activities with respect to an Ekso robotic exoskeleton for home use and/or (iii) in the development and commercialization of able-bodied exoskeletons for industrial use, as well as for working capital and other general corporate purposes.

Cowen and Company is acting as the sole book-running manager for the offering, SunTrust Robinson Humphrey is acting as lead manager in the offering and B. Riley & Co. is acting as co-manager in the offering. The Company has granted the underwriters a 30-day option to purchase up to an additional 562,500 shares of common stock to cover overallocments, if any.

The offering is being made pursuant to an effective shelf registration statement previously filed with the Securities and Exchange Commission, or SEC, which was declared effective on July 9, 2015. A preliminary prospectus supplement and accompanying prospectus describing the terms of the offering were filed with the SEC and are available on the SEC's website at www.sec.gov. A final prospectus supplement and accompanying prospectus describing the terms of the offering will be filed with the SEC. Copies of the preliminary prospectus supplement and accompanying prospectus and, when available, copies of the final prospectus supplement and accompanying prospectus relating to the offering may be obtained by contacting Cowen and Company, LLC, c/o Broadridge Financial Services, 1155 Long Island Avenue, Edgewood, NY, 11717, Attn: Prospectus Department, or by calling (631) 274-2806. Electronic copies of the final prospectus supplement and accompanying prospectus will also be available on the website of the SEC at <http://www.sec.gov>.

This press release does not constitute an offer to sell or the solicitation of an offer to buy securities of the Company, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Ekso Bionics

Ekso Bionics designs, develops and sells exoskeletons that have applications in healthcare, industrial, military, and consumer markets. Our exoskeleton systems are worn over the user's clothing to enhance human strength, endurance and mobility. These systems serve multiple markets and can be used both by able-bodied users as well as by persons with physical disabilities. The Company and its partners have sold, rented or leased devices that (a) enable individuals with neurological conditions affecting gait (for example, spinal cord injury or stroke) to rehabilitate and to walk again; (b) allow industrial workers to perform heavy duty work for extended periods; and (c) permit soldiers to carry heavy loads for long distances while mitigating lower back, knee, and ankle injuries. Ekso Bionics is headquartered in Richmond, CA.

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 ability to manage successfully and complete the proposed offering and (ii) the anticipated use of proceeds from the offering, if successful. 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 its 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 its sales and marketing organization or partners to market its 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. The Company does not undertake to update these forward-looking statements.

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