

**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

July 28, 2023  
Date of Report (date of earliest event reported)

**Ekso Bionics Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**001-37854**  
(Commission File Number)

**99-0367049**  
(I.R.S. Employer Identification No.)

**101 Glacier Point, Suite A**  
(Address of Principal Executive Offices)

**San Rafael California**

**94901**  
(Zip Code)

**(510) 984-1761**

Registrant's telephone number, including area code

**Not Applicable**

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	EKSO	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

As previously reported, Ekso Bionics Holdings, Inc. (the “Company”) entered into that certain At the Market Offering Agreement dated as of October 9, 2020 (as amended, the “Sales Agreement”), by and between the Company and H.C. Wainwright & Co., LLC (the “Agent”), pursuant to which the Company may offer and sell, from time to time, through the Agent, shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), in an “at-the-market” offering.

On July 28, 2023, the Company filed a prospectus supplement (the “Prospectus Supplement”) relating to the offer and sale of up to \$5.0 million of Shares pursuant to the Sales Agreement. The Shares, if any, will be issued pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-272607), which was initially filed with the Securities and Exchange Commission on June 12, 2023 and declared effective on June 20, 2023.

The opinion of Snell & Wilmer L.L.P. regarding the validity of the Shares that may be issued pursuant to the Prospectus Supplement is filed herewith as Exhibit 5.1.

This Current Report on Form 8-K, including the exhibits hereto, shall not constitute an offer to sell or the solicitation of an offer to buy any securities of the Company, nor shall there be any sale of the Company’s securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

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

(d) Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
5.1	<a href="#">Opinion of Snell &amp; Wilmer L.L.P.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

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

EKSO BIONICS HOLDINGS, INC.

By: /s/ Jerome Wong

Name: Jerome Wong

Title: Chief Financial Officer

Dated: July 28, 2023

Snell & Wilmer L.L.P.  
Hughes Center  
3883 Howard Hughes Parkway, Suite 1100  
Las Vegas, NV 89169-5958  
TELEPHONE: 702.784.5200  
FACSIMILE: 702.784.5252

**Exhibit 5.1**

July 28, 2023

Ekso Bionics Holdings, Inc.  
101 Glacier Point, Suite A  
San Rafael, California, 94901

Re: Ekso Bionics Holdings, Inc. — At the Market Offering of Common Stock

Ladies and Gentlemen:

We are acting as special Nevada counsel to Ekso Bionics Holdings, Inc., a Nevada corporation (the “Company”), in connection with the offering and sale (the “Offering”) of shares of common stock of the Company, par value \$0.001 per share, with an aggregate public offering price of up to \$5 million (the “Shares”), pursuant to a Registration Statement on Form S-3 (File No. 333- 272607) (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), and declared effective by the Commission on June 20, 2023, the related prospectus included therein (the “Prospectus”), and the prospectus supplement, dated July 28, 2023, relating to the Offering, filed with the Commission pursuant to Rule 424(b)(5) promulgated under the Act (the “Prospectus Supplement”).

The Shares are to be issued pursuant to the Prospectus, Prospectus Supplement and an At The Market Offering Agreement, dated as of October 9, 2020, as amended by that certain amendment, dated June 9, 2023 (as amended, the “Sales Agreement”), by and between the Company and H.C. Wainwright & Co., LLC as sales agent (the “Sales Agreement”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act in connection with the filing of the Prospectus Supplement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Prospectus and the Prospectus Supplement.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”): (i) the Restated Articles of Incorporation of the Company, as amended through the date hereof certified as of the date hereof by an officer of the Company; (ii) the Amended and Restated By-Laws of the Company certified as of the date hereof by an officer of the Company; (iii) certain resolutions of the Board of Directors of the Company (the “Board”) and the ATM Committee of the Board relating to the authorization of the execution and delivery of, and performance by the Company of its obligations under, the Sales Agreement, the authorization, issuance, sale and registration of the Shares; (iv) the Registration Statement; (v) the Prospectus, (vi) the Prospectus Supplement, and (vii) Certificate of Existence with Status in Good Standing, certified by the Secretary of State of the State of Nevada, dated as of a recent date. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of certain other corporate records, documents, instruments and certificates of public officials and of the Company, and we have made such inquiries of officers of the Company and public officials and considered such questions of law as we have deemed necessary for purposes of rendering the opinions set forth herein. Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

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In expressing the opinion set forth below, we have assumed the following:

- A. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.
- B. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise. For the purpose of the opinion rendered below, we have assumed that, upon each issuance of Shares, the Company will receive or has received the consideration for such Shares required by the Sales Agreement.

Based upon and subject to the assumptions, limitations and qualifications stated herein, we are of the opinion that the issuance of the Shares have been duly and validly authorized and upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statement, the Prospectus and the Prospectus Supplement, will be validly issued, fully-paid and nonassessable.

We express no opinion as to matters governed by any laws other than the general corporate law of the State of Nevada as set forth in Chapter 78 of the Nevada Revised Statutes, as in effect on the date hereof. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement, other than as expressly required herein with respect to the Shares.

We hereby consent to the filing of this opinion as an exhibit to the Current Report on Form 8-K announcing the entering into of the Sales Agreement with respect to the Offering, and to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Snell & Wilmer L.L.P