

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 South, Suite 1201

Richmond, California

(Address of Principal Executive Offices)

94804

(Zip Code)

Ekso Bionics 401(k) Plan
Scott G. Davis, President and Chief Operating Officer
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:

Alfredo B. D. Silva, Esq.
Morrison & Foerster, LLP
425 Market Street
San Francisco, CA 94105
(415) 268-7000

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

This Registration Statement registers additional securities of the same class as other securities for which registration statements filed on Forms S-8 relating to shares issued to the 401(k) Plan are already effective. Pursuant to General Instruction E of Form S-8 under the Securities Act, we incorporate by reference into this Registration Statement the contents of (a) the registration statement on [Form S-8 \(File No. 333-230404\), filed on January 24, 2018](#), to the extent related to or incidental to the 401(k) Plan or the securities offered or sold under the 401(k) Plan, (b) the registration statement on [Form S-8 \(File No. 333-230404\), filed on March 20, 2019](#) in its entirety, (c) the registration statement on [Form S-8 \(File No. 333-236412\), filed on February 13, 2020](#) in its entirety, and (d) the registration statement on [Form S-8 \(File No. 333-253526\), filed on February 25, 2021](#), and in each case excluding the Exhibits to such registration statement. This Registration Statement provides for the registration of the offer and sale of an additional 67,651 shares of the Registrant's common stock to the 401(k) Plan.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant incorporates by reference the following documents that the Registrant has previously filed with the Securities and Exchange Commission, or the SEC:

[\(a\) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on February 24, 2022;](#)

[\(b\) The 401\(k\) Plan's Annual Report on Form 11-K for the year ended December 31, 2020, filed with the SEC on June 17, 2021;](#)

(c) The Registrant's Current Report on Form 8-K, filed with the SEC on [January 21, 2022](#); and

(d) The description of the registrant's common stock contained in the Registrant's Registration Statement on [Form 8-A \(File No. 001-37854\) filed with the SEC on August 8, 2016](#), pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All reports and other documents of the Registrant or the 401(k) Plan subsequently filed with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates the Registrant has sold all of the securities offered under this Registration Statement or deregisters the distribution of all such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date that the Registrant or the 401(k) Plan, as the case may be, files such report or document; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
<u>4.1</u>	<u>Articles of Incorporation of the Registrant (incorporated by reference from Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed March 19, 2015)</u>
<u>4.2</u>	<u>By-Laws of the Registrant (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on April 16, 2021)</u>
<u>4.3</u>	<u>Certificate of Change of Ekso Bionics Holdings, Inc. effective May 4, 2016 (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 5, 2016)</u>
<u>4.4</u>	<u>Certificate of Amendment of Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 27, 2017)</u>
<u>4.5</u>	<u>Certificate of Amendment of Certificate of Incorporation of the Registrant (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 24, 2020)</u>
<u>4.6</u>	<u>Form of specimen certificate (incorporated by reference from Exhibit 4.4 to the Registrant's Registration Statement on Form S-3 filed on June 23, 2015)</u>
<u>5.1*</u>	<u>Opinion of Snell and Wilmer L.L.P.</u>
<u>23.1*</u>	<u>Consent of Snell and Wilmer L.L.P. (included in Exhibit 5.1)</u>
<u>23.2*</u>	<u>Consent of WithumSmith+Brown, PC</u>
<u>23.3*</u>	<u>Consent of OUM & Co., LLP</u>
<u>24.1*</u>	<u>Power of Attorney (included in the signature page to this Registration Statement)</u>
<u>99.1</u>	<u>The 401(k) Plan (incorporated by reference from Exhibit 99.1 of the Registrant's Registration Statement on Form S-8 filed on January 24, 2018)</u>
<u>107*</u>	<u>Calculation of Filing Fee tables</u>

In lieu of the opinion of counsel or determination letter contemplated by item 601(b)(5) of Regulation S-K, the Registrant hereby undertakes that it will submit or has submitted the 401(k) Plan and any amendments thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the 401(k) Plan.

*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 February 25, 2022.

EKSO BIONICS HOLDINGS, INC.

By: /s/ Scott G. Davis
Scott G. Davis
President and Chief Operating Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Scott G. Davis and John F. Glenn, 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 he or 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.

Signatures	Title	Date
<u>/s/ Steven Sherman</u> Steven Sherman	Chief Executive Officer and Chairman (principal executive officer)	February 25, 2022
<u>/s/ John F. Glenn</u> John F. Glenn	Chief Financial Officer (principal financial and accounting officer)	February 25, 2022
<u>/s/ Stanley Stern</u> Stanley Stern	Director	February 25, 2022
<u>/s/ Charles Li</u> Charles Li, Ph.D.	Director	February 25, 2022
<u>/s/ Corinna Lathan</u> Corinna Lathan, Ph.D.	Director	February 25, 2022
<u>/s/ Mary Ann Cloyd</u> Mary Ann Cloyd	Director	February 25, 2022
<u>/s/ Rhonda A. Wallen</u> Rhonda A. Wallen	Director	February 25, 2022

Ekso Bionics 401(k) Plan Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the 401(k) Plan) have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized in the in the City of Richmond, State of California, on February 25, 2022.

EKSO BIONICS 401(k) Plan.

By: /s/ John F. Glenn
John F. Glenn, on behalf of the Ekso Bionics, Inc., Plan Administrator

**Calculation of Filing Fee Tables
FORM S-8**

**Registration Statement Under the Securities Act of 1933
(Form Type)**

**Ekso Bionics Holdings, Inc.
(Exact Name of the Registrant as Specified in its Charter)**

Table 1: Newly Registered Securities							
Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum aggregate offering price	Fee Rate	Amount of registration fee
Equity	Common stock, par value \$0.001 per share:	457(c) and 457(h)	67,651(2)	\$2.44 (3)	\$165,068 (3)	0.0000927	\$15.30(3)
Total Offering Amounts					\$165,068		\$15.30
Total Fee Offsets							\$0.00
Net Fee Due							\$15.30

- (1) This Registration Statement covers shares of our common stock, \$0.001 par value per share, of Ekso Bionics Holdings, Inc., or the Registrant, that may be issued to the Ekso Bionics 401(k) Plan, or the 401(k) Plan, or its beneficiaries, as employer matching contributions. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement also covers an indeterminate amount of plan interests in the 401(k) Plan.
- (2) This Registration Statement registers 67,651 shares of common stock for issuance to the 401(k) Plan, or its beneficiaries, as employer matching contributions. In accordance with Rule 416 under the Securities Act, this Registration Statement shall be deemed to cover an indeterminate number of additional shares of common stock, as may be issuable pursuant to future stock dividends, stock splits, or similar transactions.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based on the average of the high (\$2.50) and low (\$2.38) prices of the Registrant's common stock as reporting on the Nasdaq Capital Market, which was \$2.44 on February 18, 2022.

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

February 25, 2022

Ekso Bionics Holdings, Inc.
1414 Harbour Way, Suite 1201
Richmond, CA 94804

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as special Nevada counsel to Ekso Bionics Holdings, Inc., a Nevada corporation (the "Company"), in connection with the registration of 67,651 shares (the "Shares") of common stock, \$0.001 par value per share (the "Common Stock"), of the Company issuable as employer matching contributions to the Ekso Bionics 401(k) Plan (the "Plan"), covered by the above-referenced Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"), on or about the date hereof.

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 Registration Statement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have relied upon and examined matters of fact, questions of law and documents as we have deemed necessary to render this opinion, including the originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement and exhibits hereto;
 2. The Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada, as amended through the date hereof (the "Charter"), certified as of the date hereof by an officer of the Company;
 3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
 4. 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;
 5. Resolutions adopted by the Board of Directors of the Company relating to the authorization of the issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;
 6. A specimen of the current form of stock certificate representing shares of the Company's Common Stock, certified as of the date hereof by an officer of the Company;
 7. The Plan, certified as of the date hereof by an officer of the Company;
 8. A certificate executed by an officer of the Company, dated as of the date hereof, as to certain factual matters; and
 9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.
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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 Resolutions.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that the issuance of the Shares has been duly authorized and, when issued and delivered by the Company pursuant to the Resolutions and otherwise in accordance with the Registration Statement, and upon payment for and delivery of the Shares subject to issuance and sale by the Company, the Shares will be validly issued, fully paid and nonassessable.

We render this opinion only with respect to the general corporate law of the State of Nevada as set forth in Chapter 78 of the Nevada Revised Statutes. 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. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof. 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 stated herein with respect to the Shares.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference, in the Registration Statement on Form S-8 pertaining to the Ekso Bionics 401(k) Plan, of our report dated February 24, 2022 relating to the consolidated financial statements of Ekso Bionics Holdings, Inc., included in its Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ WithumSmith+Brown, PC

San Francisco, California
February 25, 2022

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference, in the Registration Statement on Form S-8 pertaining to the Ekso Bionics 401(k) Plan, of our report dated February 25, 2021 relating to the consolidated financial statements of Ekso Bionics Holdings, Inc., included in its Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ OUM & CO. LLP

San Francisco, California
February 25, 2022