

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>SHERMAN STEVEN</u>  (Last) (First) (Middle) <u>C/O EKSO BIONICS HOLDINGS, INC.</u> <u>101 GLACIER POINT, SUITE A</u>  (Street) <u>SAN RAFAEL CA 94901</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EKSO BIONICS HOLDINGS, INC. [ EKSO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>CEO &amp; Chairman</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/21/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/21/2022		M		15,599	A	\$0	694,594	D	
Common Stock	09/22/2022		S		6,043 <sup>(1)</sup>	D	\$1.7463 <sup>(2)</sup>	688,551	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	09/21/2022		M			15,599	(4)	(4)	Common Stock	15,599	\$0	62,398	D	

**Explanation of Responses:**

- Represents shares sold by the Reporting Person on September 22, 2022 to cover tax withholding obligations incurred upon the vesting and settlement of the eighth installment of a restricted stock award originally reported by the Reporting Person in Form 4 filed with the Commission on March 10, 2022.
- The sale price represents the weighted average sale price per share. The shares were sold in multiple transactions at prices ranging from \$1.70 to \$1.80, inclusive. The Company can provide the full information regarding the number of shares sold at each separate price upon further request.
- The restricted stock units ("RSUs") were granted on March 8, 2022 in accordance with the terms of an Executive Employment Agreement entered into between the Reporting Person and the Company on January 21, 2022 (the "Effective Date").
- The RSUs vest in twelve equal installments on the first twelve monthly anniversaries of the Effective Date, starting February 21, 2022, such that the RSUs will be fully vested as of January 21, 2023. The eighth installment of RSUs vested on September 22, 2022 and were delivered to the Reporting Person upon settlement.

**Remarks:**

/s/ Jerome Wong, as Attorney-in-Fact 09/26/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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