

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

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;">Executive Chair</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2022</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	12/04/2022		M		31,198	A	\$0	739,240	D	
Common Stock	12/04/2022		S		10,576 ⁽¹⁾	D	\$1.2757 ⁽²⁾	728,664	D	
Common Stock	12/04/2022		A		242,679 ⁽³⁾	A	\$0	971,343 ⁽⁴⁾	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	Amount or Number of Shares				
Restricted Stock Units	(5)	12/04/2022		M			31,198	(6)	(6)	Common Stock	31,198	\$0	0	D	

Explanation of Responses:

- Represents shares sold by the Reporting Person on December 7, 2022 to cover tax withholding obligations incurred upon the vesting and settlement of the remaining securities under 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 \$1.2700 to \$1.3310, inclusive. The Company can provide the full information regarding the number of shares sold at each separate price upon further request.
- The grant of restricted stock units ("RSUs") was approved by the Issuer's Board of Directors on December 4, 2022 in accordance with the terms of the Issuer's Amended and Restated 2014 Equity Incentive Plan. Each RSU represents the economic equivalent of one share of the Issuer's common stock and shall be settled in shares of the Issuer's common stock upon vesting. The RSUs shall fully vest on January 31, 2023.
- Includes 242,579 unvested RSUs.
- 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").
- On December 4, 2022, the Issuer's Board of Directors approved an amendment to the vesting schedule of the RSUs such that the RSUs fully vested and were delivered to the Reporting Person upon settlement.

Remarks:

/s/ Jerome Wong, as Attorney-in-Fact 12/07/2022

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.