

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Gilde Healthcare Holding B.V.</u> (Last) (First) (Middle) <u>NEWTONLAAN 91 3584 BP UTRECHT</u> (Street) <u>THE</u> <u>NETHERLANDS</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/30/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Axonics Modulation Technologies, Inc. [AXNX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series C Preferred Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>2,266,666⁽²⁾</u>	<u>(1)</u>	<u>I</u>	<u>By Cooperative Gilde Healthcare IV U.A.⁽³⁾</u>

1. Name and Address of Reporting Person* <u>Gilde Healthcare Holding B.V.</u> (Last) (First) (Middle) <u>NEWTONLAAN 91 3584 BP UTRECHT</u> (Street) <u>THE</u> <u>NETHERLANDS</u> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Gilde Healthcare IV Management B.V.</u> (Last) (First) (Middle) <u>NEWTONLAAN 91 3584 BP UTRECHT</u> (Street) <u>THE</u> <u>NETHERLANDS</u> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Cooperatieve Gilde Healthcare IV U.A.</u> (Last) (First) (Middle) <u>NEWTONLAAN 91 3584 BP UTRECHT</u> (Street) <u>THE</u>

NETHERLANDS

(City)

(State)

(Zip)

Explanation of Responses:

1. Each share of Series C preferred stock is convertible, at any time, at the reporting person's election, into shares of the Issuer's common stock at the then-effective conversion rate for no additional consideration in accordance with the Issuer's Fourth Amended and Restated Certificate of Incorporation, as amended to date. In addition, effective upon the closing of the Issuer's initial public offering of its common stock under the Securities Act of 1933, as amended, each share of the Series C preferred stock will automatically convert into 1.2 shares of the Issuer's common stock. The Series C preferred stock has no expiration date.
2. Reflects a 1.2-for-1 forward stock split of the Issuer's common stock effected on October 18, 2018.
3. The shares are held directly by Cooperatieve Gilde Healthcare IV U.A. ("Gilde"). Geoff Pardo ("Pardo"), who is a member of the Issuer's board of directors, is a partner of Gilde. Gilde is managed by Gilde Healthcare IV Management B.V. ("Management"). Management is owned by Gilde Healthcare Holding B.V. ("Holding"). Each of Pardo, Management and Holding may be deemed to have voting, investment and dispositive power with respect to these securities. Each of Pardo, Management and Holding disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

/s/ Marc Perret, on behalf on 10/30/2018
Gilde Healthcare Holding B.V.

/s/ Marc Perret, on behalf of
Gilde Healthcare IV 10/30/2018
Management B.V.

/s/ Marc Perret, on behalf of
Cooperatieve Gilde Healthcare 10/30/2018
IV U.A.

** 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 5 (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.