

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>Gilde Healthcare Holding B.V.</u> _____ (Last) (First) (Middle) NEWTONLAAN 91 3584 BP UTRECHT _____ (Street) THE NETHERLANDS _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axonics Modulation Technologies, Inc.</u> [ AXNX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2018	
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	11/02/2018		C		2,266,666 <sup>(1)</sup>	A	(2)	2,266,666 <sup>(1)</sup>	I	By Cooperatieve Gilde Healthcare IV U.A. <sup>(3)</sup>
Common Stock	11/02/2018		P		866,666 <sup>(1)</sup>	A	\$15	3,133,332 <sup>(1)</sup>	I	By Cooperatieve Gilde Healthcare IV U.A. <sup>(3)</sup>

**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				
Series C Preferred Stock	(2)	11/02/2018		C		1,888,888		(2)	(2)	Common Stock	2,266,666 <sup>(1)</sup>	\$0.00	0	I	By Cooperatieve Gilde Healthcare IV U.A. <sup>(3)</sup>

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

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

1. Name and Address of Reporting Person\*

[Cooperatieve Gilde Healthcare IV U.A.](#)

(Last) (First) (Middle)

NEWTONLAAN 91 3584 BP UTRECHT

(Street)

THE  
NETHERLANDS

(City) (State) (Zip)

**Explanation of Responses:**

1. Reflects a 1.2-for-1 forward stock split of the Issuer's common stock effected on October 18, 2018.
2. 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 Series C preferred stock automatically converted into 1.2 shares of the Issuer's common stock. The Series C preferred stock had no expiration date.
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 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  
Gilde Healthcare Holding B.V.](#) [11/02/2018](#)

[/s/ Marc Perret, on behalf of  
Gilde Healthcare IV  
Management B.V.](#) [11/02/2018](#)

[/s/ Marc Perret, on behalf of  
Cooperatieve Gilde Healthcare  
IV U.A.](#) [11/02/2018](#)

\*\* 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.**