

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Tammenoms Bakker Juliet</u>  (Last) (First) (Middle) 2740 SAND HILL RD 2ND FLOOR  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axonics Modulation Technologies, Inc. [ AXNX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> 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)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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		2,400,000 <sup>(1)</sup>	A	(2)	2,400,000 <sup>(1)</sup>	I	By Longitude Venture Partners III, L.P. <sup>(3)</sup>
Common Stock	11/02/2018		P		533,333 <sup>(1)</sup>	A	\$15	2,933,333 <sup>(1)</sup>	I	By Longitude Venture Partners III, L.P. <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			2,000,000	(2)	(2)	Common Stock	2,400,000 <sup>(1)</sup>	\$0.00	0	I	By Longitude Venture Partners III, L.P. <sup>(3)</sup>

**Explanation of Responses:**

- Reflects a 1.2-for-1 forward stock split of the Issuer's common stock effected on October 18, 2018.
- 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.
- These shares are held directly by Longitude Venture Partners III, L.P. ("Longitude Venture III"). Longitude Capital Partners III, LLC ("Longitude Capital III"), is the general partner of Longitude Venture III and may be deemed to have voting, investment and dispositive power with respect to these securities. Ms. Tammenoms Bakker, who is a member of the Issuer's board of directors, and Patrick G. Enright are the managing members of Longitude Capital III (each a "Manager" and collectively, the "Managers"), and may each be deemed to share voting, investment and dispositive power with respect to these securities. Each of Longitude Capital III and the Managers 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/ Michael V. Williamson, as Attorney-in-Fact for Juliet Tammenoms Bakker 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.