
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 22, 2019

Axonics Modulation Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38721
(Commission File Number)

45-4744083
(I.R.S. Employer
Identification No.)

26 Technology Drive
Irvine, California 92618
(Address of principal executive offices) (Zip Code)

(949) 396-6322
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of class</u>	<u>Trading symbol</u>	<u>Name of exchange on which registered</u>
Common stock, par value \$0.0001 per share	AXNX	Nasdaq Global Select Market

Item 8.01. Other Events.

On November 22, 2019, Axonics Modulation Technologies, Inc. (the “Company”) issued a press release announcing the closing of its previously announced underwritten public offering of 5,000,000 shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), of which 4,595,000 shares of Common Stock were sold by the Company and 405,000 shares of Common Stock were sold by certain stockholders of the Company. The full text of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Press Release of Axonics Modulation Technologies, Inc., dated November 22, 2019</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AXONICS MODULATION TECHNOLOGIES, INC.

Dated: November 22, 2019

By:

/s/ Raymond W. Cohen

Raymond W. Cohen

Chief Executive Officer

Axonics® Announces Closing of \$110 Million Public Offering of Common Stock

IRVINE, Calif – November 22, 2019 – Axonics Modulation Technologies, Inc. (NASDAQ: AXNX), (“Axonics”), a medical technology company that has developed and is commercializing novel implantable rechargeable sacral neuromodulation (“SNM”) devices for the treatment of bladder and bowel dysfunction, today announced the closing of its public offering of 5,000,000 shares of common stock at the offering price of \$22 per share. The gross proceeds from the offering to Axonics, before deducting underwriting discounts and commissions and estimated offering expenses, were approximately \$101 million. The offering consisted of 4,595,000 shares offered by Axonics and 405,000 shares offered by selling stockholders of Axonics. In addition, the underwriters have been granted a 30-day option to purchase up to an additional 750,000 shares of common stock from Axonics on the same terms and conditions. Axonics will not receive any proceeds from the sale of shares by the selling stockholders.

BofA Securities and Barclays acted as joint book-running managers for the offering and representatives of the underwriters. Wells Fargo Securities acted as lead manager for the offering.

The shares described above are being offered pursuant to a shelf registration statement on Form S-3, including a base prospectus, that was previously filed by Axonics with the Securities and Exchange Commission (“SEC”) on November 6, 2019 and was declared effective on November 18, 2019. A final prospectus supplement and accompanying prospectus relating to the offering have been filed with the SEC and are available on the SEC’s website located at <http://www.sec.gov>. Copies of the final prospectus supplement and accompanying prospectus relating to this offering may be obtained by contacting: BofA Securities, 200 North College Street, 3rd Floor, Charlotte, NC 28255-0001, Attention: Prospectus Department, or by email at dg.prospectus_requests@bofa.com; or Barclays, Attention: c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (888) 603-5847, or by e-mail at Barclaysprospectus@broadridge.com.

About Axonics Modulation Technologies, Inc.

Axonics, based in Irvine, Calif., has developed and is commercializing novel implantable SNM devices for patients with urinary and bowel dysfunction. For more information, visit the Company’s website at www.axonics.com.

Axonics’ Contact

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