

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>NeoMed Innovation V Ltd</u> <hr/> (Last) (First) (Middle) 13 CASTLE STREET <hr/> (Street) ST. HELIER Y9 JE4 5UT <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/30/2018	3. Issuer Name and Ticker or Trading Symbol <u>Axonics Modulation Technologies, Inc. [AXNX]</u> <hr/> 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) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <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)
---------------------------------	-------------------------------------------------------	----------------------------------------------------------	-------------------------------------------------------

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			
Series A Preferred Stock	(1)	(1)	Common Stock	451,738 ⁽²⁾	(1)	I	By NeoMed Innovation V, L.P. ⁽³⁾
Series B-1 Preferred Stock	(4)	(4)	Common Stock	455,610 ⁽²⁾	(4)	I	By NeoMed Innovation V, L.P. ⁽³⁾
Series B-2 Preferred Stock	(5)	(5)	Common Stock	243,750 ⁽²⁾	(5)	I	By NeoMed Innovation V, L.P. ⁽³⁾
Series C Preferred Stock	(6)	(6)	Common Stock	369,786 ⁽²⁾	(6)	I	By NeoMed Innovation V, L.P. ⁽³⁾

1. Name and Address of Reporting Person* <u>NeoMed Innovation V Ltd</u> <hr/> (Last) (First) (Middle) 13 CASTLE STREET <hr/> (Street) ST. HELIER Y9 JE4 5UT <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>NeoMed Innovation V L.P.</u> <hr/> (Last) (First) (Middle) 13, CASTLE STREET <hr/> (Street) ST. HELIER Y9 JE4 5UT <hr/> (City) (State) (Zip)

Explanation of Responses:

1. Each share of Series A 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 A preferred stock will automatically convert into 2.31660 shares of the Issuer's common stock. The Series A 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 of record by NeoMed Innovation V, L.P. ("NeoMed"). NeoMed Innovation V Limited is the general partner of NeoMed and has voting and dispositive power over the shares held by NeoMed. Erik Amble, Ph.D., who is a member of the Issuer's board of directors, is a director of NeoMed Innovation V Limited, and may be deemed to have voting and dispositive power over the shares held

by NeoMed. Mr. Amble disclaims beneficial ownership of these securities and this report shall not be deemed an admission that Mr. Amble is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his respective pecuniary interest therein.

4. Each share of Series B-1 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 B-1 preferred stock will automatically convert into 1.2 shares of the Issuer's common stock. The Series B-1 preferred stock has no expiration date.

5. Each share of Series B-2 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 B-2 preferred stock will automatically convert into 1.2 shares of the Issuer's common stock. The Series B-2 preferred stock has no expiration date.

6. 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.

Remarks:

[/s/Erik Amble, on behalf of
NeoMed Innovation V Limited](#) [10/30/2018](#)

[/s/Erik Amble, on behalf of
NeoMed Innovation V, L.P.](#) [10/30/2018](#)

** 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 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.