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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Axonics Modulation Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3841
(Primary Standard Industrial
Classification Code Number)

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

26 Technology Drive
Irvine, California 92618
(949) 396-6322

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Raymond W. Cohen
Chief Executive Officer
Axonics Modulation Technologies, Inc.
26 Technology Drive
Irvine, California 92618
(949) 396-6322

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael A. Hedge
K&L Gates LLP
1 Park Plaza
Twelfth Floor
Irvine, California 92614
(949) 253-0900

Michael V. Williamson
Senior Vice President and General Counsel
Axonics Modulation Technologies, Inc.
26 Technology Drive
Irvine, California 92618
(949) 396-6322

Iir Mujalovic
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
(212) 848-4000

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-227732

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting 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 pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee ⁽³⁾
Common Stock, par value of \$0.0001 per share	1,532,950	\$15.00	\$22,994,250	\$2,787

- (1) The Registrant previously registered securities on a Registration Statement on FormS-1 (File No. 333-227732), which was declared effective on October 30, 2018. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional 1,532,950 shares of common stock having a proposed maximum aggregate offering price of \$15.00 is hereby registered, which includes an additional 199,950 shares that the underwriters have the option to purchase.
- (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended. The registration fee is based on the public offering price.
- (3) A registration fee of \$14,868 was previously paid in connection with the filing of the Registration Statement on FormS-1 (File No. 333-227732).

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, Axonics Modulation Technologies, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement on Form S-1 with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-227732), which the Registrant initially filed with the Commission on October 5, 2018 (as amended, the “Prior Registration Statement”), and which the Commission declared effective on October 30, 2018.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 1,532,950 shares, 199,950 of which are issuable upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Opinion of K&L Gates LLP.</u>
23.1	<u>Consent of BDO USA, LLP, an independent registered public accounting firm.</u>
23.2	<u>Consent of K&L Gates LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (filed as Exhibit 24.1 to the Registrant's Registration Statement on Forms-1 (File No. 333-227732), originally filed with the Securities and Exchange Commission on October 5, 2018 and incorporated by reference herein).</u>

K&L GATES

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October 30, 2018

Axonics Modulation Technologies, Inc.
26 Technology Drive
Irvine, California 92618

Ladies and Gentlemen:

We have acted as counsel to Axonics Modulation Technologies, Inc., a Delaware corporation (the "Company"), in connection with the registration of shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), pursuant to a Registration Statement on Form S-1 (File No. 333-227732) (as amended, the "Initial Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), and a Registration Statement on Form S-1 relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement" and, together with the Initial Registration Statement, the "Registration Statement"). The 462(b) Registration Statement relates to the registration of 1,532,950 shares of Common Stock (the "Additional Shares"), which includes 199,950 shares subject to the underwriters' option to purchase additional shares. This opinion is being furnished to you in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined: (i) the Registration Statement; (ii) the most recent prospectus included in the Registration Statement on file with the Commission as of the date of this opinion letter; (iii) the form of Amended and Restated Certificate of Incorporation of the Company and the form of Amended and Restated Bylaws of the Company, each of which has been filed with the Commission as an exhibit to the Registration Statement; and (iv) the records of corporate actions of the Company relating to the Registration Statement and the authorization for issuance and sale of the Additional Shares, and matters in connection therewith. We have also made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on a certificate of an officer of the Company. In rendering our opinion, we have also made assumptions that are customary in opinion letters of this kind. We have not verified any of those assumptions.

Our opinion set forth below is limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, it is our opinion that the Additional Shares are duly authorized for issuance by the Company and, when issued and paid for as contemplated by the form of underwriting agreement most recently filed as an exhibit to the Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm in the Registration Statement under the caption "Legal Matters." In giving our consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP

K&L Gates LLP

Consent of Independent Registered Public Accounting Firm

Axonics Modulation Technologies, Inc.
Irvine, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1, of our report dated October 5, 2018, except for Note 12, as to which the date is October 22, 2018, relating to the consolidated financial statements of Axonics Modulation Technologies, Inc., which is contained in the Registration Statement on Form S-1 (No. 333-227732) filed on October 25, 2018.

We also consent to the reference to us under the caption "Experts" in the Registration Statement on Form S-1 (No. 333-227732) that is incorporated by reference in this Registration Statement.

/s/ BDO USA, LLP
Costa Mesa, California

October 30, 2018