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

SCHEDULE 14A
**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

AXONICS MODULATION TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
 - 1 Title of each class of securities to which transaction applies:
 - 2 Aggregate number of securities to which transaction applies:
 - 3 Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4 Proposed maximum aggregate value of transaction:
 - 5 Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1 Amount Previously Paid:
 - 2 Form, Schedule or Registration Statement No.:
 - 3 Filing Party:
 - 4 Date Filed:

SUPPLEMENT TO DEFINITIVE PROXY STATEMENT

This supplement, dated June 22, 2020 (this “Supplement”) to the Definitive Proxy Statement on Schedule 14A filed on April 29, 2020 (the “Definitive Proxy Statement”), by Axonics Modulation Technologies, Inc., a Delaware corporation (the “Company”), is being filed to supplement the Definitive Proxy Statement as described in the Explanatory Note below.

EXPLANATORY NOTE

DELINQUENT SECTION 16(A) REPORTS

The Company previously filed its Definitive Proxy Statement, and based solely on its review of the reports and written representations furnished to the Company, made the determination that, to the Company’s knowledge, all filing requirements applicable to the Company’s officers, directors and greater than 10% beneficial owners pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, were complied with during the year ended December 31, 2019. Subsequent to the filing of the Definitive Proxy Statement, the Company became aware that certain Section 16(a) filings made by certain of its directors and officers in 2019 were filed late. Specifically, Form 4 filings were filed late for the following individuals:

- Raphaël Wisniewski in connection with a sale of securities of the Company on November 19, 2019;
- Rinda Sama in connection with a grant of securities of the Company on March 6, 2019 and a sale of securities of the Company on October 1, 2019;
- Geoff Pardo in connection with a forfeiture of securities of the Company on April 12, 2019;
- Michael Carrel in connection with a grant of securities of the Company on February 27, 2019; and
- Raymond W. Cohen in connection with a grant of securities of the Company on January 30, 2019.

This Supplement is being filed to correct that error and disclose the late Section 16(a) filings. Other than the addition of the above regarding the late Section 16(a) filings, no other changes have been made to the Definitive Proxy Statement and it continues to be in full force and effect as originally filed.