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

**FORM S-8
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)

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

**26 Technology Drive
Irvine, California 92618
(949) 396-6322**
(Address of Principal Executive Offices) (Zip Code)

**Axonics Modulation Technologies, Inc. 2014 Stock Incentive Plan
Axonics Modulation Technologies, Inc. 2018 Omnibus Incentive Plan**
(Full title of the plan)

**Raymond W. Cohen
Chief Executive Officer
Axonics Modulation Technologies, Inc.
26 Technology Drive
Irvine, California 92618
(949) 396-6322**
(Name and address of agent for service) (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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-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

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,417,979 ⁽²⁾	\$1.35 ⁽³⁾	\$1,914,271.65	\$233
Common Stock, par value \$0.0001 per share	4,540,019 ⁽⁴⁾	\$13.985 ⁽⁵⁾	\$63,492,165.72	\$7,696
Total	5,957,998	—	\$65,406,437.37	\$7,929

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement will also cover any additional shares of the Registrant's common stock that become issuable under the Axonics Modulation Technologies, Inc. 2014 Stock Incentive Plan, as amended (the "2014 Plan") and the Axonics Modulation Technologies, Inc. 2018 Omnibus Incentive Plan (the "2018 Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents 1,417,979 shares of common stock subject to outstanding stock option awards under the 2014 Plan as of the date of this Registration Statement.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted-average exercise price of \$1.35 per share for outstanding stock option awards under the 2014 Plan as of the date of this Registration Statement.
- (4) Represents shares of common stock reserved for issuance pursuant to the 2018 Plan as of the date of this Registration Statement.
- (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$13.985 per share, which is the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on November 1, 2018.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed by Axonics Modulation Technologies, Inc. (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- (a) The Registrant’s prospectus dated October 30, 2018, filed with the Commission on November 1, 2018 pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Securities Act”) relating to the Registration Statement on Form S-1, as amended (File No. 333-227732), which contains audited financial statements for the Registrant’s latest fiscal year for which such statements have been filed;
- (b) The Registrant’s Current Report on Form 8-K filed with the Commission on November 5, 2018, only to the extent that the items therein are specifically stated to be “filed” rather than “furnished” for the purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
- (c) The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-38721) filed with the Commission on October 25, 2018 under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides for the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“DGCL”) provides that a Delaware corporation may indemnify any persons who were, are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as an officer, director, employee or agent of another corporation or enterprise. Except in the case of an action by or in the right of the corporation (i.e., a derivative action), the indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was

illegal. With respect to an action by or in the right of the corporation, the indemnity may only include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests except that no indemnification is permitted without judicial approval if such person is adjudged to be liable, unless the Delaware Court of Chancery, or the court in which such action or suit was brought, determines that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity for such expenses. Where a present or former officer or director is successful on the merits or otherwise in the defense of any action, suit or proceeding referred to above, the corporation must indemnify him or her against the expenses (including attorneys' fees) by him or her in connection therewith. The Registrant's amended and restated certificate of incorporation and amended and restated bylaws provide for the indemnification of the Registrant's directors and officers to the fullest extent permitted under the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability for any: (i) transaction from which the director derives an improper personal benefit; (ii) act or omission not in good faith or that involves intentional misconduct or a knowing violation of law; (iii) willful or negligent violations of Delaware law governing the authorizations of dividends, stock repurchases, and redemptions, as provided in Section 174 of the DGCL; or (iv) breach of a director's duty of loyalty to the corporation or its stockholders. The Registrant's amended and restated certificate of incorporation includes such a provision. Expenses incurred by any of the Registrant's officers or directors in defending any such action, suit or proceeding in advance of its final disposition shall be paid by the Registrant upon delivery to the Registrant of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Registrant.

The Registrant has entered into separate indemnification agreements with the Registrant's directors and officers. These indemnification agreements may require the Registrant, among other things, to indemnify the Registrant's directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by such director or officer in any action or proceeding arising out of his or her service as one of the Registrant's directors or officers, or as a director, officer, employee or agent of any of the Registrant's subsidiaries or any other company or enterprise to which the person provides services at the Registrant's request.

The Registrant maintains a general liability insurance policy that covers certain liabilities of directors and officers of the Registrant arising out of claims based on acts or omissions in their capacities as directors or officers and the Registrant intends to maintain such insurance coverage.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on November 5, 2018).</u>
4.2	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on November 5, 2018).</u>
4.3	<u>Specimen certificate evidencing shares of common stock of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 5, 2018).</u>
4.4	<u>Fourth Amended and Restated Investors' Rights Agreement, dated March 29, 2018, by and among the Registrant and the Investors party thereto (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 5, 2018).</u>
4.5	<u>Amendment to Fourth Amended and Restated Investors' Rights Agreement, dated October 17, 2018, by and among the Registrant and the Investors party thereto (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>
4.6	<u>Warrant to Purchase Series C preferred stock, dated February 6, 2018, issued by the Registrant to Silicon Valley Bank (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 5, 2018).</u>
4.7	<u>Warrant to Purchase Series C preferred stock, dated February 6, 2018, issued by the Registrant to Life Science Loans II, LLC (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 5, 2018).</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 as part of Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on signature page hereto).</u>
99.1	<u>2014 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 5, 2018).</u>
99.2	<u>Form of Option Award Agreement under 2014 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 5, 2018).</u>
99.3	<u>Form of Restricted Stock Purchase Agreement under 2014 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 5, 2018).</u>
99.4	<u>2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>
99.5	<u>Form of Option Award Agreement under 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>
99.6	<u>Form of Restricted Shares Award Agreement under 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>
99.7	<u>Form of RSU Award Agreement under 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California on the 5th day of November, 2018.

AXONICS MODULATION TECHNOLOGIES, INC.

By: /s/ Raymond W. Cohen
Raymond W. Cohen
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Raymond W. Cohen and Danny L. Dearen, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, increasing the number of securities for which registration is sought), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy, and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <i>/s/ Raymond W. Cohen</i> Raymond W. Cohen	Chief Executive Officer and Director (Principal Executive Officer)	November 5, 2018
<hr/> <i>/s/ Danny L. Dearen</i> Danny L. Dearen	President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 5, 2018
<hr/> <i>/s/ Raphaël Wisniewski</i> Raphaël Wisniewski	Director	November 5, 2018
<hr/> <i>/s/ Erik Amble, Ph.D.</i> Erik Amble, Ph.D.	Director	November 5, 2018
<hr/> <i>/s/ Geoff Pardo</i> Geoff Pardo	Director	November 5, 2018
<hr/> <i>/s/ John Petrovich</i> John Petrovich	Director	November 5, 2018
<hr/> <i>/s/ Shahzad Malik, M.B. BChir</i> Shahzad Malik, M.B. BChir	Director	November 5, 2018
<hr/> <i>/s/ Juliet Tammenoms Bakker</i> Juliet Tammenoms Bakker	Director	November 5, 2018
<hr/> <i>/s/ Robert E. McNamara</i> Robert E. McNamara	Director	November 5, 2018

K&L GATES K&L GATES LLP
1 PARK PLAZA
TWELFTH FLOOR
IRVINE, CA 92614
T +1 949 253 0900 F +1 949 253 0902 kigates.com

November 5, 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 preparation of a Registration Statement on Form S-8 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), registering 5,957,998 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), 1,417,979 shares of which represent shares of Common Stock subject to outstanding stock option awards under the Axonics Modulation Technologies, Inc. 2014 Stock Incentive Plan, as amended (the "2014 Plan") and 4,540,019 shares of which represent shares of Common Stock issuable under the Axonics Modulation Technologies, Inc. 2018 Omnibus Incentive Plan (together with the 2014 Plan, the "Plans"). This opinion letter is being furnished to you in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering our opinion, we have examined: (i) the Registration Statement, (ii) the Amended and Restated Certificate of Incorporation of the Company, (iii) the Amended and Restated Bylaws of the Company, (iv) certain resolutions of the Board of Directors of the Company (the "Board") and such other records of corporate actions of the Company relating to the Registration Statement and the authorization for issuance and sale of the Shares, and matters in connection therewith, (v) the Plans and the respective forms of award agreements approved by the Board for use thereunder, and (vi) a certificate of an officer of the Company, dated as of the date hereof (the "Fact Certificate"). 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 the Fact Certificate.

In rendering our opinion, we have made the assumptions that are customary in opinion letters of this kind, including that: (i) each document submitted to us is accurate and complete, (ii) each document submitted to us as an original is authentic, (iii) each document submitted to us as a copy conforms to an authentic original, (iv) all signatures on original documents are genuine, (v) all documents were duly executed and delivered where due execution and delivery are prerequisites to the effectiveness thereof, and (vi) the Company is and shall remain at all times a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware. We have further assumed the legal capacity of natural persons and we have assumed that each party to the documents we have examined or relied on has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have not verified any of those assumptions.

In rendering our opinion below, we also have assumed that: (i) the Company will have sufficiently authorized and unissued shares of Common Stock at the time of each issuance of a Share

under each Plan, (ii) the Shares will be evidenced by appropriate certificates, duly executed and delivered, or the Board will adopt a resolution providing that all Shares shall be uncertificated in accordance with Section 158 of the Delaware General Corporation Law (the "DGCL") prior to their issuance, (iii) the issuance of each Share will be duly noted in the Company's stock ledger upon issuance, and (iv) the Company will receive consideration for each Share at least equal to the par value of each share of Common Stock, in the amount required by the respective Plan and approved by the Board pursuant to a resolution authorizing the issuance of such Share adopted at a meeting or by unanimous consent to action without meeting in accordance with the DGCL.

The opinion expressed below is limited to the DGCL.

Based upon and subject to the foregoing, it is our opinion that the Shares have been duly authorized for issuance by the Company and, when, and if, issued and sold in accordance with the terms of the respective Plan and any underlying award agreements, will be validly issued, fully paid and nonassessable. This opinion is expressed as of the date hereof and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. 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 the Prospectus constituting a part of this Registration Statement 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.

/s/ BDO USA, LLP
Costa Mesa, California

November 2, 2018