

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Wisniewski Raphael</u> (Last) (First) (Middle) 26 TECHNOLOGY DRIVE (Street) IRVINE CA 92618 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axonics Modulation Technologies, Inc.</u> [<u>AXNX</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/02/2018		C		799,228 ⁽¹⁾	A	(2)	799,228 ⁽¹⁾	I	See footnote ⁽³⁾
Common Stock	11/02/2018		C		806,080 ⁽¹⁾	A	(4)	1,605,308 ⁽¹⁾	I	See footnote ⁽³⁾
Common Stock	11/02/2018		C		431,250 ⁽¹⁾	A	(5)	2,036,558 ⁽¹⁾	I	See footnote ⁽³⁾
Common Stock	11/02/2018		C		654,237 ⁽¹⁾	A	(6)	2,690,795 ⁽¹⁾	I	See footnote ⁽³⁾
Common Stock	11/02/2018		P		866,666 ⁽¹⁾	A	\$15	3,557,461 ⁽¹⁾	I	See footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(2)	11/02/2018		C			345,000	(2)	(2)	Common Stock	799,228 ⁽¹⁾	\$0.00	0	I	See footnote ⁽³⁾
Series B-1 Preferred Stock	(4)	11/02/2018		C			671,733	(4)	(4)	Common Stock	806,080 ⁽¹⁾	\$0.00	0	I	See footnote ⁽³⁾
Series B-2 Preferred Stock	(5)	11/02/2018		C			359,375	(5)	(5)	Common Stock	431,250 ⁽¹⁾	\$0.00	0	I	See footnote ⁽³⁾
Series C Preferred Stock	(6)	11/02/2018		C			545,197	(6)	(6)	Common Stock	654,237 ⁽¹⁾	\$0.00	0	I	See footnote ⁽³⁾

Explanation of Responses:

- Reflects a 1.2-for-1 forward stock split of the Issuer's common stock effected on October 18, 2018.
- 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 Series A preferred stock automatically converted into 2.31660 shares of the Issuer's common stock. The A preferred stock had no expiration date.
- 2,824,128 shares are held of record by BioDiscovery 4 FCPR ("BioDiscovery") and 733,333 shares are held of record by BioDiscovery 5 ("BioDiscovery 5"). Andera Partners ("Andera") is the manager of BioDiscovery and BioDiscovery 5 and may be deemed to have sole voting and dispositive power over the shares held by BioDiscovery and BioDiscovery 5. The reporting person is a director of the Issuer and is a partner of Andera, and may be deemed to share voting and dispositive power over the shares held by BioDiscovery and BioDiscovery 5. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- 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 Series B-1 preferred stock automatically converted into 1.2 shares of the Issuer's common stock. The B-1 preferred stock had no expiration date.
- 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 Series B-2 preferred stock automatically converted into 1.2 shares of the Issuer's common stock. The B-2 preferred stock had no expiration date.
- 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 Series C preferred stock automatically converted into 1.2 shares of the Issuer's common stock. The C preferred stock had no expiration date.

Remarks:

/s/ Michael V. Williamson, as
 Attorney-in-Fact for Raphael Wisniewski
 11/02/2018

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 4 (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.

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