

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 26, 2023**

---

**Axonics, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38721**  
(Commission File Number)

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

**26 Technology Drive**  
**Irvine, California 92618**  
(Address of principal executive offices) (Zip Code)

**(949) 396-6322**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of class</u>	<u>Trading symbol</u>	<u>Name of exchange on which registered</u>
Common stock, par value \$0.0001 per share	AXNX	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

---

---

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Axonics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) on June 26, 2023. On April 27, 2023, the record date (the “Record Date”) for determining stockholders entitled to vote at the Annual Meeting, there were 50,383,730 shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”) outstanding. Holders of 44,438,263 shares of Common Stock (representing 88% of the shares of Common Stock outstanding on the Record Date) were present or represented by proxy at the Annual Meeting, constituting a quorum. During the Annual Meeting, the stockholders of the Company voted on three proposals described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 1, 2023. The results for each matter voted on by the stockholders during the Annual Meeting were as follows:

Proposal 1: The stockholders of the Company elected Raymond W. Cohen, Robert E. McNamara, Michael H. Carrel, Nancy Snyderman, M.D., FACS, Jane E. Kiernan, David M. Demski, and Esteban López, M.D. to the Board of Directors, each for a one-year term ending at the Annual Meeting of Stockholders to be held in 2024 and until their successor has been duly elected and qualified, or until their earlier death, resignation or removal. The results of the stockholders’ vote with respect to the election of the directors were as follows:

<b><u>Nominee</u></b>	<b><u>Term Expiring</u></b>	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>
Raymond W. Cohen	2024	42,047,299	739,612	11,653
Robert E. McNamara	2024	38,219,137	4,568,401	11,026
Michael H. Carrel	2024	40,366,205	2,421,178	11,181
Nancy Snyderman, M.D., FACS	2024	37,561,348	5,225,866	11,350
Jane E. Kiernan	2024	41,242,761	1,544,305	11,498
David M. Demski	2024	42,048,412	739,155	10,997
Esteban López, M.D.	2024	38,335,833	4,432,114	30,617

Broker Non-Votes: 1,639,699

Proposal 2: The stockholders of the Company ratified the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The results of the stockholders’ vote with respect to such ratification were as follows:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>
44,422,483	2,033	13,747

Proposal 3: The stockholders of the Company approved, on an advisory basis, the compensation of the named executive officers of the Company. The results of the stockholders’ vote with respect to such approval were as follows:

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>
36,409,311	6,374,815	14,438

Broker Non-Votes: 1,639,699

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
104	Cover Page Interactive Date File - the cover page XBRL tags are embedded within the Inline XBRL document.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AXONICS, INC.**

Date: June 27, 2023

By:

/s/ Raymond W. Cohen

\_\_\_\_\_  
Raymond W. Cohen

Chief Executive Officer