

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Woock John</u>			2. Issuer Name and Ticker or Trading Symbol <u>Axonics, Inc. [AXNX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Marketing Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>26 TECHNOLOGY DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>IRVINE CA 92618</u>								
(City) (State) (Zip)								

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	09/08/2022		M		3,800	A	\$1.42	49,776	D	
Common Stock	09/08/2022		s ⁽¹⁾		3,800	D	\$75.0063 ⁽²⁾	45,976	D	
Common Stock	09/08/2022		M		3,700	A	\$1.63	49,676	D	
Common Stock	09/08/2022		s ⁽¹⁾		3,700	D	\$75	45,976	D	

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
Stock Option (Right to Buy)	\$1.63	09/08/2022		M			3,700	(3)	03/30/2028	Common Stock	3,700	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$1.42	09/08/2022		M			3,800	(4)	08/25/2027	Common Stock	3,800	\$0.00	378	D	

Explanation of Responses:

- This sale was effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$75.00 to \$75.09. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The shares subject to the option vest over a period of four years. 7,800 of the shares subject to the option vested on March 30, 2018 and the remainder vest at a rate of 1/36th per month commencing on March 30, 2019, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.
- The shares subject to the option vest over a period of four years. 3,545 of the shares subject to the option vested on July 21, 2017 and the remainder vest at a rate of 1/36th per month commencing on July 21, 2018, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.

Remarks:

/s/ Dan Dearen, as Attorney-in-Fact for John Woock, Ph.D 09/12/2022

** Signature of Reporting Person Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.