

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>Keese Kari Leigh</u> (Last) (First) (Middle) <u>26 TECHNOLOGY DRIVE</u> (Street) <u>IRVINE CA 92618</u> (City) (State) (Zip) | 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) <u>Chief Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2024</u> | |
| 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 | 11/15/2024 | | D ⁽¹⁾⁽²⁾ | | 40,362 | D | \$71 ⁽¹⁾ | 0.00 | 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 | | Date Exercisable | Expiration Date | | | | | | Title |
| Performance-Based Restricted Stock Units ⁽³⁾ | (3) | 11/15/2024 | | D ⁽⁴⁾ | | 3,125 | (4) | (3)(4) | Common Stock | 3,125 | \$0.00 | 0.00 | D | |

Explanation of Responses:

- Reflects the disposition of the reporting person's shares of the Issuer's common stock, upon the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated as of January 8, 2024 (the "Merger Agreement"), among the Issuer, Boston Scientific Corporation ("Parent") and Sadie Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), including the consummation of the merger of Merger Sub with and into the Issuer with the Issuer as the surviving corporation (the "Merger"). Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective time"), each outstanding share of the Issuer's common stock was canceled and converted automatically into the right to receive \$71.00 in cash, without interest (The "Merger Consideration").
- The shares of the Issuer's common stock reported as disposed by the reporting person include restricted stock awards. Pursuant to the Merger Agreement, at the Effective Time, each outstanding restricted stock award granted under the Issuer's 2018 Omnibus Incentive Plan (f/k/a/ Axonics Modulation Technologies, Inc. 2018 Omnibus Incentive Plan) and the Axonics Modulation Technologies, Inc. 2014 Stock Incentive Plan was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (a) the Merger Consideration and (b) the aggregate number of shares subject to such restricted stock award, less applicable taxes and authorized deductions.
- Each Performance-Based Restricted Stock Unit represents the contingent right to receive one share of the Issuer's common stock, subject to the conditions set forth in the award agreement. Per the terms of the award agreement governing the Performance-Based Restricted Stock Units, the number of Performance-Based Restricted Stock Units to be earned by the reporting person ranged from 0% to 200% of the target number of Performance-Based Restricted Stock Units granted, based upon the total stockholder return of the Issuer's common stock relative to its peer group index over a performance period consisting of the two fiscal years ending January 31, 2025, and provided the reporting person remains in continuous service through January 31, 2025.
- Pursuant to the Merger Agreement, at the Effective Time, each outstanding Performance-Based Restricted Stock Unit granted under the Issuer's 2018 Omnibus Incentive Plan (f/k/a/ Axonics Modulation Technologies, Inc. 2018 Omnibus Incentive Plan) and the Axonics Modulation Technologies, Inc. 2014 Stock Incentive Plan for which the market condition is relative total stockholder return, whether vested but unsettled or unvested, was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (a) the Merger Consideration and (b) the aggregate number of shares underlying such Performance-Based Restricted Stock Unit (based on the actual performance of the relevant peer group as of the Company's fiscal quarter-end immediately preceding the Effective Time and the Merger Consideration as the per share price), less applicable taxes and authorized deductions.

Remarks:

/s/ Kari Keese 11/15/2024
 ** 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.