

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Ford Alfred J Jr</u> (Last) (First) (Middle) 26 TECHNOLOGY DRIVE (Street) IRVINE CA 92618 (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 _____ Officer (give title below) _____ Other (specify below) _____ X Chief Commercial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 04/19/2021	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	04/19/2021		M		14,871	A	\$1.42	28,595	D	
Common Stock	04/19/2021		M		5,721	A	\$1.63	34,316	D	
Common Stock	04/19/2021		M		19,258	A	\$14.19	53,574	D	
Common Stock	04/19/2021		M		6,347	A	\$25.82	59,921	D	
Common Stock	04/19/2021		s ⁽¹⁾		41,794	D	\$58.3268 ⁽²⁾	18,127	D	
Common Stock	04/19/2021		s ⁽¹⁾		12,502	D	\$59.3262 ⁽³⁾	5,625	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)	\$25.82	04/19/2021		M			6,347	(4)	12/12/2029	Common Stock	6,347	\$0.00	13,965	D	
Stock Option (Right to Buy)	\$14.19	04/19/2021		M			19,258	(5)	01/30/2029	Common Stock	19,258	\$0.00	16,297	D	
Stock Option (Right to Buy)	\$1.63	04/19/2021		M			5,721	(6)	03/30/2028	Common Stock	5,721	\$0.00	1,899	D	
Stock Option (Right to Buy)	\$1.42	04/19/2021		M			14,871	(7)	11/15/2027	Common Stock	14,871	\$0.00	8,509	D	

Explanation of Responses:

- The 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 \$57.87 to \$58.85. 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.
- This transaction was executed in multiple trades at prices ranging from \$58.87 to \$59.80. 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 option becomes exercisable as follows: (i) 1/4 of the total number of shares of common stock underlying the option will vest on December 12, 2020 and (ii) 1/36 of the remaining shares of common stock underlying the option will vest monthly thereafter, such that the option will fully vest on December 12, 2023, provided the reporting person remains in continuous service on each vesting date.
- The option becomes exercisable as follows: (i) 1/4 of the total number of shares of common stock underlying the option will vest on January 30, 2020 and (ii) 1/36 of the remaining shares of common stock underlying the option will vest monthly thereafter, such that the option will fully vest on January 30, 2023, provided the reporting person remains in continuous service on each vesting date.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on March 30, 2018 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of March 30, 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.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on November 15, 2017 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of November 15, 2017, 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- 04/21/2021
 Fact for Alfred J. Ford, Jr.

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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