

| 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>Dearen Danny L.</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 _____ Officer (give title below) _____ Other (specify below) _____ X See Remarks | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2022</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |
| 26 TECHNOLOGY DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) | CA | 92618 | | | | |
| (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 | 01/18/2022 | | M | | 10,805 | A | \$14.19 | 20,805 | D | |
| Common Stock | 01/18/2022 | | M | | 5,477 | A | \$1.63 | 26,282 | D | |
| Common Stock | 01/18/2022 | | M | | 3,718 | A | \$1.42 | 30,000 | D | |
| Common Stock | 01/18/2022 | | s ⁽¹⁾ | | 4,312 | D | \$49.7281 ⁽²⁾ | 25,688 | D | |
| Common Stock | 01/18/2022 | | s ⁽¹⁾ | | 9,756 | D | \$50.8044 ⁽³⁾ | 15,932 | D | |
| Common Stock | 01/18/2022 | | s ⁽¹⁾ | | 3,886 | D | \$51.681 ⁽⁴⁾ | 12,046 | D | |
| Common Stock | 01/18/2022 | | s ⁽¹⁾ | | 2,046 | D | \$52.6063 ⁽⁵⁾ | 10,000 | 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) | \$14.19 | 01/18/2022 | | M | | | 10,805 | (6) | 01/30/2029 | Common Stock | 10,805 | \$0.00 | 52,468 | D | |
| Stock Option (Right to Buy) | \$1.63 | 01/18/2022 | | M | | | 5,477 | (7) | 03/30/2028 | Common Stock | 5,477 | \$0.00 | 23,444 | D | |
| Stock Option (Right to Buy) | \$1.42 | 01/18/2022 | | M | | | 3,718 | (8) | 08/25/2027 | Common Stock | 3,718 | \$0.00 | 0.00 | 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 \$49.35 to \$50.305. 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 \$50.40 to \$51.23. 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 \$51.425 to \$52.41. 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 \$52.46 to \$53.36. 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 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 July 21, 2017, and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of July 21, 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/ Danny L. Dearen

01/20/2022

** 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.