FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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1. Name and Address of Reporting Person* Dearen Danny L.						2. Issuer Name and Ticker or Trading Symbol Axonics , Inc . [AXNX]								5. Relationship of Reporting Person(s) to (Check all applicable)						
Dearen Danny L.															Directo			10% Ov		
	- -	2. Data of Farliant Transaction (Month/Day/Voor)								X	Officer (give title below)			Other (s below)	pecity					
(Last) (First) (Middle)							3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022								belowy	See R	omar	,		
26 TECHNOLOGY DRIVE						03/01/2022										See K	emai	KS		
			-																	
(2)		- 4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable									
(Street)															Line)					
IRVINE CA 92618														X Form filed by One Reporting Person						
-														Form filed by More than One Reporting Person					ting	
(City)	(City) (State) (Zip)											1 01301								
		Tab	le I - N	Non-Deri	ivativ	e Sec	curit	ies A	cquir	ed, D	isposed o	f, or B	enefi	cially	Owned					
1 Title of					3.		4. Securities Acquired (A) or			<u> </u>	5. Amou		6.0	vnership	7. Nature					
1. Title of Security (Instr. 3) 2. Transaction Date						Execution Date,		Transaction		Disposed Of (D) (Instr. 3, 4 and			nd 5) Securiti		es	Form	Form: Direct	of Indirect		
[(M					y/Year)			y/Year)	Code (Instr. 8)							eficially ned Following			Beneficial Ownership	
			(, , , , , ,			'			(A) or			Reporte				(Instr. 4)				
									Code	v	Amount	(A) (I)	Price		Transaction(s) (Instr. 3 and 4)					
Common Stock 03/01/202						22			M		12,329	A	\$2	5.82	40),564		D		
Common Stock 03/01/20					2022)22					1,500	D	\$56.3	3166 ⁽²⁾		0,064		D		
Common Stock 03/01/202					2022	22			S ⁽¹⁾		7,846	D	\$57.	395 ⁽³⁾	31	31,218		D		
Common Stock 03/01/202				2022	22		S ⁽¹⁾		10,564	D	\$58.1	l137 ⁽⁴⁾	20,654			D				
		-	Table								posed of,				wned					
				(e.g.,	puts,	calls	, Wa	arrant	s, opi	lions	, convertil	ole sec	uritie	es)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed ion Date, /Day/Year)	4. Transa Code (8)			6. Date Exer Expiration D (Month/Day/		ate	7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		D	. Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly Ow For Dir or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amo or Num of Sha	nber						
Stock													\top							
Options (Right to buy)	\$25.82	03/01/2022			M			12,329		(5)	12/12/2029	Commo	¹ 12,	329	\$0.00	2,343		D		

Explanation of Responses:

- 1. The sale was effected pursuant to the Reporting Person's Rule 10b5-1 trading plan.
- 2. This transaction was executed in multiple trades at prices ranging from \$55.82 to \$56.68. 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.
- 3. This transaction was executed in multiple trades at prices ranging from \$56.84 to \$57.83. 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.
- 4. This transaction was executed in multiple trades at prices ranging from \$57.85 to \$58.65. 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.
- 5. 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 1, 2023, provided the reporting person remains in continuous service on each vesting date.

Remarks:

/s/ Danny L. Dearen

03/03/2022

** Signature of Reporting Person

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.