
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Axonics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

45-4744083

(I.R.S. Employer
Identification No.)

**26 Technology Drive
Irvine, California 92618
(949) 396-6322**

(Address of Principal Executive Offices) (Zip Code)

**2018 Omnibus Incentive Plan
(Full title of the plan)**

**Raymond W. Cohen
Chief Executive Officer**

Axonics Modulation Technologies, Inc.

**26 Technology Drive
Irvine, California 92618
(949) 396-6322**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**Michael A. Hedge
K&L Gates LLP
1 Park Plaza
Twelfth Floor**

**Irvine, California 92614
(949) 253-0900**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering an additional 2,500,000 shares of common stock that are reserved for issuance under the 2018 Omnibus Incentive Plan. The Registrant previously filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-8 on November 5, 2018 (SEC File No. 333-228170) (the "Prior Registration Statement"), registering shares of Common Stock issuable under the 2018 Omnibus Incentive Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement which are being updated by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on November 5, 2018).</u>
4.2	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on April 1, 2022).</u>
4.3	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on November 5, 2018).</u>
4.4	<u>Specimen certificate evidencing shares of common stock of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 5, 2018).</u>
5.1	<u>Opinion of K&L Gates LLP.</u>
23.1	<u>Consent of BDO USA, LLP, an independent registered public accounting firm.</u>
23.2	<u>Consent of K&L Gates LLP (included as part of Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on signature page hereto).</u>
99.1	<u>2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>
99.2	<u>Form of Option Award Agreement under 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>
99.3	<u>Form of Restricted Shares Award Agreement under 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>
99.4	<u>Form of RSU Award Agreement under 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-227732), filed with the Commission on October 22, 2018).</u>
99.5	<u>First Amendment to The Axonics, Inc. 2018 Omnibus Incentive Plan (incorporated by reference to Exhibit C to Registrant's Definitive Proxy Statement Amendment filed with the SEC on May 13, 2022).</u>
107	<u>Filing fee table.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on March 7, 2023.

AXONICS, INC.

By: /s/ Raymond W. Cohen
Raymond W. Cohen
Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, Raymond W. Cohen and Dan L. Dearen, and each of them, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to any and all amendments to said Registration Statement.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Raymond W. Cohen</u> Raymond W. Cohen	Chief Executive Officer and Director	March 7, 2023
<u>/s/ Dan L. Dearen</u> Dan L. Dearen	President and Chief Financial Officer	March 7, 2023
<u>/s/ Michael H. Carrel</u> Michael H. Carrel	Chairman of the Board	March 7, 2023
<u>/s/ Jane E. Kiernan</u> Jane E. Kiernan	Director	March 7, 2023
<u>/s/ Robert E. McNamara</u> Robert E. McNamara	Director	March 7, 2023
<u>/s/ Nancy Snyderman, M.D., FACS</u> Nancy Snyderman, M.D., FACS	Director	March 7, 2023
<u>/s/ David M. Demski</u> David M. Demski	Director	March 7, 2023
<u>/s/ Esteban López</u> Esteban López, M.D.	Director	March 7, 2023

EXHIBIT INDEX

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K&L GATES LLP
1 PARK PLAZA
TWELFTH FLOOR
IRVINE, CA 92614
T 949.253.0900 F 949.253.0902
klgates.com

March 7, 2023

Axonics, Inc.
26 Technology Drive
Irvine, California 92618

Ladies and Gentlemen:

We have acted as counsel to Axonics, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), registering an additional 2,500,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock") under the 2018 Omnibus Incentive Plan (the "Plan"). This opinion letter is being furnished to you in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering our opinion, we have examined: (i) the Registration Statement, (ii) the Amended and Restated Certificate of Incorporation of the Company, as amended, (iii) the Amended and Restated Bylaws of the Company, (iv) certain resolutions of the Board of Directors of the Company (the "Board") and such other records of corporate actions of the Company relating to the Registration Statement and the authorization for issuance and sale of the Shares, and matters in connection therewith, (v) the Plan and the forms of award agreements approved by the Board for use in each of the Plan, and (vi) a certificate of an officer of the Company, dated as of the date hereof (the "Fact Certificate"). We have also made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on the Fact Certificate.

In rendering our opinion, we have made the assumptions that are customary in opinion letters of this kind, including that: (i) each document submitted to us is accurate and complete, (ii) each document submitted to us as an original is authentic, (iii) each document submitted to us as a copy conforms to an authentic original, (iv) all signatures on original documents are genuine, (v) all documents were duly executed and delivered where due execution and delivery are prerequisites to the effectiveness thereof, and (vi) the Company is and shall remain at all times a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware. We have further assumed the legal capacity of natural persons and we have assumed that each party to the documents we have examined or relied on has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have not verified any of those assumptions.

In rendering our opinion below, we also have assumed that: (i) the Company will have sufficiently authorized and unissued shares of Common Stock at the time of each issuance of a Share under each Plan, (ii) the Shares will be evidenced by appropriate certificates, duly executed and delivered, or the Board will adopt a resolution providing that all Shares shall be uncertificated in accordance with Section 158 of the Delaware General Corporation Law (the "DGCL") prior to their issuance, (iii) the issuance of each Share will be duly noted in the Company's stock ledger upon issuance, and (iv) the Company will receive consideration for each Share at least equal to the par value of each share of

Common Stock, in the amount required by the Plan and approved by the Board pursuant to a resolution authorizing the issuance of such Share adopted at a meeting or by unanimous consent to action without meeting in accordance with the DGCL.

The opinion expressed below is limited to the DGCL.

Based upon and subject to the foregoing, it is our opinion that the Shares have been duly authorized for issuance by the Company and, when, and if, issued and sold in accordance with the terms of the Plan and any underlying award agreements, will be validly issued, fully paid and nonassessable. This opinion is expressed as of the date hereof and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving our consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L Gates LLP

K&L Gates LLP

Consent of Independent Registered Public Accounting Firm

Axonics, Inc.
Irvine, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Axonics, Inc. ("Company") of our reports dated March 1, 2023, relating to the consolidated financial statements and the effectiveness of the Company's internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. Our report on the effectiveness of the internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2022.

/s/ BDO USA, LLP
Costa Mesa, California
March 7, 2023

Calculation of Filing Fee Table

Form S-8

Axonics, Inc.

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Other	2,500,000 ⁽²⁾	\$56.33 ⁽³⁾	\$140,825,000 ⁽³⁾	\$0.00011020	\$ 15,519
Total Offering Amounts					\$ 140,825,000		\$ 15,519
Total Fee Offsets							—
Net Fee Due							\$ 15,519

⁽¹⁾ Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.

⁽²⁾ Represents 2,500,000 additional shares of common stock reserved for issuance under the Registrant's 2018 Omnibus Incentive Plan.

⁽³⁾ Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee on the basis of \$56.33, the average of the high and low prices of the Registrant's common stock as reported on the NASDAQ Global Select Market on March 6, 2023.