

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 25, 2022

Axonics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-38721
(Commission File Number)

45-4744083
**(I.R.S. Employer
Identification No.)**

26 Technology Drive
Irvine, California 92618
(Address of principal executive offices) (Zip Code)

(949) 396-6322
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of class
Common stock, par value \$0.0001 per share

Trading symbol
AXNX

Name of exchange on which registered
Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Amendment to Certificate of Incorporation

On May 31, 2022, Axonics, Inc. (the “Company”) amended its Amended and Restated Certificate of Incorporation (as amended, the “Charter”) to: (i) increase the number of authorized shares of the Company’s capital stock from 60,000,000 shares to 85,000,000 shares, and the number of authorized shares of the Company’s common stock from 50,000,000 shares to 75,000,000 shares; (ii) reduce the vote required for the Company’s stockholders to amend, alter or repeal the Company’s Amended and Restated Bylaws (the “Bylaws”) from (A) 66 2/3% in voting power of the outstanding shares of the Company’s capital stock entitled to vote thereon, to (B) a majority in voting power of the outstanding shares of the Company’s capital stock entitled to vote thereon; and (iii) reduce the vote required to amend, repeal, or adopt any provisions of the Charter from (A) the affirmative vote of the holders of at least 66 2/3% of the voting power of the shares of the Company’s outstanding stock entitled to vote thereon, voting together as a single class, to (B) the affirmative vote of a majority of the voting power of the shares of the Company’s outstanding stock entitled to vote thereon, voting together as a single class (collectively, the “Charter Amendment”). The Charter Amendment was previously approved by the Company’s Board of Directors, and was approved by the Company’s stockholders at the Company’s Annual Meeting of Stockholders on May 25, 2022 (the “Annual Meeting”) as described below under Item 5.07. A copy of the Charter Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference into this Item 5.03.

Amendment to Bylaws

On May 31, 2022, the Company amended the Bylaws (the “Bylaws Amendment”) to reduce the vote required for the Company’s stockholders to alter, amend or repeal the Bylaws, or to adopt new bylaws, from (i) 66 2/3% in voting power of the outstanding shares of the capital stock of the Company entitled to vote thereon to (ii) a majority in voting power of the outstanding shares of capital stock of the Company entitled to vote thereon. The Bylaws Amendment was previously approved by the Company’s Board of Directors. A copy of the Bylaws Amendment is filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated by reference into this Item 5.03.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held the Annual Meeting on May 25, 2022. On April 1, 2022, the record date for determining stockholders entitled to vote at the Annual Meeting, there were 46,999,112 shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”) outstanding. Holders of 41,562,178 shares of Common Stock (representing 88% of the shares of Common Stock outstanding on the Record Date) were present or represented by proxy at the Annual Meeting, constituting a quorum. During the Annual Meeting, the stockholders of the Company voted on six proposals described in the Company’s definitive proxy statement on Schedule 14A and related amendment filed with the Securities and Exchange Commission on April 15, 2022 and May 13, 2022, respectively. The results for each matter voted on by the stockholders during the Annual Meeting were as follows:

Proposal 1: The stockholders of the Company elected Raymond W. Cohen, Robert E. McNamara, Michael H. Carrel, Nancy Snyderman, M.D., FACS, Jane E. Kiernan, David M. Demski, and Esteban López, M.D. to the Board of Directors, each for a one-year term ending at the Annual Meeting of Stockholders to be held in 2023 and until their successor has been duly elected and qualified, or until their earlier death, resignation or removal. The results of the stockholders’ vote with respect to the election of the directors were as follows:

Nominee	Term Expiring	For	Against	Abstain
Raymond W. Cohen	2023	38,363,558	437,019	41,667
Robert E. McNamara	2023	38,182,364	622,545	37,335
Michael H. Carrel	2023	36,633,813	2,169,771	38,660
Nancy Snyderman, M.D., FACS	2023	37,943,500	862,414	36,330
Jane E. Kiernan	2023	38,524,834	279,086	38,324
David M. Demski	2023	38,072,476	731,108	38,660
Esteban López, M.D.	2023	34,356,111	4,447,808	38,325

Broker Non-Votes: 2,719,934

Proposal 2: The stockholders of the Company ratified the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The results of the stockholders’ vote with respect to such ratification were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,547,205	2,325	12,648

Proposal 3: The proposal seeking approval, on an advisory basis, of the compensation of the named executive officers of the Company was approved by the Company's shareholders, as set forth below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
35,925,638	2,897,842	18,764

Broker Non-Votes: 2,719,934

Proposal 4: The stockholders of the Company approved an amendment to the Charter to increase the number of authorized shares of the Company's capital stock from 60,000,000 shares to 85,000,000 shares, and the number of authorized shares of the Company's common stock from 50,000,000 shares to 75,000,000 shares ("Charter Amendment No. 1"). The results of the stockholders' vote with respect to Charter Amendment No. 1 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
39,232,124	2,322,239	7,815

Broker Non-Votes: 0

Proposal 5: The stockholders of the Company approved an amendment to the Charter to (i) reduce the vote required for the Company's stockholders to amend, alter or repeal the Bylaws from (A) 66 2/3% in voting power of the outstanding shares of the Company's capital stock entitled to vote thereon, to (B) a majority in voting power of the outstanding shares of the Company's capital stock entitled to vote thereon, and (ii) reduce the vote required to amend, repeal, or adopt any provisions of the Charter from (A) the affirmative vote of the holders of at least 66 2/3% of the voting power of the shares of the Company's outstanding stock entitled to vote thereon, voting together as a single class, to (B) the affirmative vote of a majority of the voting power of the shares of the Company's outstanding stock entitled to vote thereon, voting together as a single class ("Charter Amendment No. 2"). The results of the stockholders' vote with respect to Charter Amendment No. 2 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
38,650,986	184,831	6,427

Broker Non-Votes: 2,719,934

Proposal 6: The stockholders of the Company approved an amendment (the "Plan Amendment") to the Company's 2018 Omnibus Incentive Plan, to increase the number of shares of the Company's common stock available for the grant of equity compensation awards thereunder by 2,500,000 shares. The results of the stockholders' vote with respect to the Plan Amendment were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
35,336,051	3,493,188	13,005

Broker Non-Votes: 2,719,934

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number**Description**

3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation, dated May 31, 2022.
3.2	Certificate of Amendment to Amended and Restated Bylaws, dated May 31, 2022.
10.1	First Amendment to the Axonics, Inc. 2018 Omnibus Incentive Plan.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AXONICS, INC.

Dated: June 1, 2022

By:

/s/ Raymond W. Cohen

Raymond W. Cohen
Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AXONICS, INC.
a Delaware corporation**

Axonics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), certifies that:

FIRST: The Board of Directors of the Corporation duly adopted resolutions proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Corporation filed with the Delaware Secretary of State on November 1, 2018 (as amended to date, the "Certificate of Incorporation"), directing that said amendment be submitted to the stockholders of the Corporation for consideration. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the second sentence of Article IV, Section A of the Certificate of Incorporation be amended and restated to read in its entirety as follows:

"The total number of shares which the Corporation is authorized to issue is Eighty Five Million (85,000,000) shares, of which Seventy Five Million (75,000,000) shares shall be Common Stock, par value \$0.0001 per share, and Ten Million (10,000,000) shares shall be Preferred Stock, par value \$0.0001 per share."

RESOLVED FURTHER, that Article V, Section B of the Certificate of Incorporation be amended and restated to read in its entirety as follows:

"In addition to the amendment of the Bylaws by the Board of Directors pursuant to Section A of this Article V and the General Corporation Law, the stockholders of the Corporation also may amend the Bylaws; provided, however, the stockholders may not adopt, amend, alter or repeal the Bylaws of the Corporation, or adopt any provision inconsistent therewith, unless such action is approved, in addition to any other vote required by this Restated Certificate, as may be amended from time to time, the General Corporation Law or a Preferred Stock Designation, by the affirmative vote of the holders of at least a majority in voting power of the outstanding shares of capital stock of the Corporation entitled to vote thereon."

RESOLVED FURTHER, that Article X of the Certificate of Incorporation be amended and restated to read in its entirety as follows:

"The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding any other provision of this Restated Certificate or applicable law and in addition to any affirmative vote of the holders of any particular class of stock of the Corporation required by applicable law or by a Preferred Stock Designation or this Restated Certificate, as may be amended from time to time, the affirmative vote of the holders of at least a majority of the voting power of the shares of the then outstanding stock of the Corporation entitled to vote thereon, voting together as a single class, shall be required to amend, repeal, or adopt any provisions of this Restated Certificate."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware and the Amended and Restated Bylaws of the Corporation, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation to be executed this 31st day of May, 2022.

By: /s/ Raymond W. Cohen
Name: Raymond W. Cohen
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED BYLAWS
OF
AXONICS, INC.
a Delaware corporation**

The undersigned hereby certifies that he is the duly elected, qualified, and acting Secretary of Axonics, Inc., a Delaware corporation (the "Corporation"), and that the Amended and Restated Bylaws of the Corporation have been amended to amend and restate Section 7.6 thereof as set forth below:

"Section 7.6. Amendment of Bylaws. Subject to any additional votes set forth in the Certificate of Incorporation, these Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the stockholders or by the Board of Directors; provided, however, that these Bylaws may not be altered, amended or repealed by the stockholders without the affirmative vote of the holders of at least a majority in voting power of the outstanding shares of capital stock of the Corporation entitled to vote thereon."

Except as modified by the above, the Amended and Restated Bylaws of the Corporation remain in full force and effect. The above amendment has been duly and validly approved by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 31st day of May, 2022

By: /s/ Aaron Pettit

Name: Aaron Pettit

Title: Secretary

FIRST AMENDMENT TO THE AXONICS, INC. 2018 OMNIBUS INCENTIVE PLAN

WHEREAS, Axonics, Inc., a Delaware corporation ("Company"), established and sponsors the Axonics, Inc. 2018 Omnibus Incentive Plan (the "Plan");

WHEREAS, the Company and its stockholders previously approved and adopted the Plan, effective on October 18, 2018;

WHEREAS, the Plan reserved for issuance an aggregate of 4,500,000 shares of the Company's common stock thereunder (the "Shares");

WHEREAS, the Board of the Directors of the Company ("Board") desires to amend the Plan to increase the number of Shares available for issuance under the Plan by 2,500,000;

WHEREAS, pursuant to Section 5.2 of the Plan, the Board has the right to amend the Plan at any time, with any such amendment contingent on the approval of the Stockholders of the Company to the extent stated by the Board, required by applicable law, or required by applicable securities exchange listing requirements; and

WHEREAS, in connection with and contingent on the Stockholders approving the amendment to the Plan to increase the number of Shares available for issuance under the Plan, the Board desires to amend the Plan to require a minimum vesting period with respect to all Awards and to prohibit the recycling of shares subject to Awards.

NOW, THEREFORE, pursuant to the power reserved by Section 5.2 of the Plan, the Board hereby amends the Plan as follows (defined terms used herein, but not otherwise defined in this Amendment, shall have the meanings ascribed to them in the Plan), subject to and effective upon approval by the Company's stockholders at the Annual Meeting of Stockholders on May 25, 2022, of the amendment to increase the number of Shares available for issuance under the Plan:

1. The first sentence of Section 4.1 of the Plan is amended in its entirety to read as follows: "Subject to adjustment under Section 15, the total number of Shares authorized to be awarded under the Plan shall not exceed the sum of (1) 7,000,000 Shares and (2) the number of Shares available for the grant of awards as of the Effective Date under the Prior Plan."
2. Section 2 of the Plan is amended to add a definition of "Minimum Vesting Requirement" as follows:

"Minimum Vesting Requirement" means the requirement that no Award may vest prior to the first anniversary of the grant date of such Award; provided, however, that Awards with respect to a maximum of five percent (5%) of the total Shares reserved pursuant to Section 4.1 shall not be subject such Minimum Vesting Requirement; provided, further, that such Minimum Vesting Requirement shall not restrict the right of the Board to provide for the acceleration or continued vesting or exercisability of an award upon or after a Change in Control or Separation from Service pursuant to Sections 15.3 and 17.9."

1. The first sentence of Section 3.1 is amended in its entirety to read as follows: "Except as specifically provided in Section 14 or as otherwise may be required by applicable law, regulatory requirement, or the certificate of incorporation or the bylaws of the Company, the Board shall, in accordance with the Minimum Vesting Requirement, have full power and authority to take all actions and to make all determinations required or provided for under the Plan, any Award, or any Award Agreement, and shall have full power and authority to take all such other actions and make all such other determinations that the Board deems to be necessary or appropriate to the administration of the Plan."
2. Subsection (4) of Section 3.1 is amended in its entirety to read as follows: "establish the terms of each Award (including the Option Price of any Option, the nature and duration of any restriction or condition (or provision for lapse thereof) relating to the vesting, exercise, transfer, or forfeiture of an Award or the Shares subject thereto, and any terms that may be necessary to qualify Options as Incentive Stock Options), provided, however, that notwithstanding any other provision of the Plan to the contrary, all Awards granted under the Plan shall be subject to the Minimum Vesting Requirement."

3. Section 4.2.5 of the Plan is amended in its entirety to read as follows: "To the extent that the Option Price of any Option and/or tax withholding obligations relating to any Award (whether granted under the Plan or the Prior Plan) are satisfied by delivering Shares to the Company (by either actual delivery or by attestation) or by the Company withholding Shares subject to the Award, the number of such Shares so delivered, attested to, or withheld by the Company shall be deemed delivered for purposes of the limits set forth in Section 4.1 and such Shares shall not be available for future Awards. Upon the exercise of a SAR, the total number of Shares subject to such exercise shall reduce the number of Shares available for delivery under the Plan. Shares that are repurchased by the Company with cash proceeds from a Participant's exercise of an Option shall not increase the number of Shares available for delivery under the Plan."
4. Section 8.2 of the Plan is amended in its entirety to read as follows:

"Subject to **Section 8.3** and any applicable Minimum Vesting Requirement, each Option shall become exercisable at such times and under such terms (including performance requirements) as may be determined by the Board and stated in the Award Agreement."

IN WITNESS WHEREOF, this Amendment, to the extent stated above, approved by the Company's stockholders at the May 25, 2022 Annual Meeting of Stockholders, is hereby executed below by a duly authorized officer of the Company on this May 25, 2022.

By: Cohen _____

W. Cohen

Executive Officer