

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Amble Erik</u>  (Last) (First) (Middle) <u>26 TECHNOLOGY DRIVE</u>  (Street) <u>IRVINE CA 92618</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axonics Modulation Technologies, Inc. [ AXNX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Former 10% Owner</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/02/2018		C		451,738 <sup>(1)</sup>	A	(2)	451,738 <sup>(1)</sup>	I	By NeoMed Innovation V, L.P. <sup>(3)</sup>
Common Stock	11/02/2018		C		455,610 <sup>(1)</sup>	A	(4)	907,348 <sup>(1)</sup>	I	By NeoMed Innovation V, L.P. <sup>(3)</sup>
Common Stock	11/02/2018		C		243,750 <sup>(1)</sup>	A	(5)	1,151,098 <sup>(1)</sup>	I	By NeoMed Innovation V, L.P. <sup>(3)</sup>
Common Stock	11/02/2018		C		369,786 <sup>(1)</sup>	A	(6)	1,520,884 <sup>(1)</sup>	I	By NeoMed Innovation V, L.P. <sup>(3)</sup>

**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	Amount or Number of Shares				
Series A Preferred Stock	(2)	11/02/2018		C			195,000	(2)	(2)	Common Stock	451,738 <sup>(1)</sup>	\$0.00	0	I	By NeoMed Innovation V, L.P. <sup>(3)</sup>
Series B-1 Preferred Stock	(4)	11/02/2018		C			379,675	(4)	(4)	Common Stock	455,610 <sup>(1)</sup>	\$0.00	0	I	By NeoMed Innovation V, L.P. <sup>(3)</sup>
Series B-2 Preferred Stock	(5)	11/02/2018		C			203,125	(5)	(5)	Common Stock	243,750 <sup>(1)</sup>	\$0.00	0	I	By NeoMed Innovation V, L.P. <sup>(3)</sup>
Series C Preferred Stock	(6)	11/02/2018		C			308,155	(6)	(6)	Common Stock	369,786 <sup>(1)</sup>	\$0.00	0	I	By NeoMed Innovation V, L.P. <sup>(3)</sup>

**Explanation of Responses:**

- Reflects a 1.2-for-1 forward stock split of the Issuer's common stock effected on October 18, 2018.
- Effective upon the closing of the Issuer's initial public offering of its common stock under the Securities Act of 1933, as amended, each share of Series A preferred stock automatically converted into 2.31660 shares of the Issuer's common stock. The A preferred stock had no expiration date.
- The shares are held of record by NeoMed Innovation V, L.P. ("NeoMed"). NeoMed Innovation V Limited is the general partner of NeoMed and has voting and dispositive power over the shares held by NeoMed. Erik Amble, Ph.D., who is a member of the Issuer's board of directors, is a director of NeoMed Innovation V Limited, and may be deemed to have voting and dispositive power over the shares held by NeoMed. Mr. Amble disclaims beneficial ownership of these securities and this report shall not be deemed an admission that Mr. Amble is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of his respective pecuniary interest therein.
- Effective upon the closing of the Issuer's initial public offering of its common stock under the Securities Act of 1933, as amended, each share of Series B-1 preferred stock automatically converted into 1.2 shares of the Issuer's common stock. The B-1 preferred stock had no expiration date.

5. Effective upon the closing of the Issuer's initial public offering of its common stock under the Securities Act of 1933, as amended, each share of Series B-2 preferred stock automatically converted into 1.2 shares of the Issuer's common stock. The B-2 preferred stock had no expiration date.

6. Effective upon the closing of the Issuer's initial public offering of its common stock under the Securities Act of 1933, as amended, each share of Series C preferred stock automatically converted into 1.2 shares of the Issuer's common stock. The C preferred stock had no expiration date.

**Remarks:**

[/s/ Michael V. Williamson, as](#)

[Attorney-in-Fact for Erik](#)

[Amble, Ph.D.](#)

[11/02/2018](#)

\*\* 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.

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