

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>Cormorant Asset Management, LP</u> (Last) (First) (Middle) 200 CLARENDON STREET, 52ND FLOOR (Street) BOSTON MA 02116 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	10/31/2018		C		599,999	A	(1)	599,999	I	See Footnote ⁽³⁾⁽⁴⁾
Common Stock	10/31/2018		C		552,495	A	(2)	1,152,494	I	See Footnotes ⁽³⁾⁽⁵⁾
Common Stock	10/31/2018		P		133,333	A	\$15	1,285,827	I	See Footnotes ⁽³⁾⁽⁶⁾

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 B-2 Convertible Preferred Stock	(1)	10/31/2018		C		599,999		(1)	(1)	Common Stock	599,999	(1)	0	D ⁽³⁾⁽⁴⁾	
Series C Convertible Preferred Stock	(1)	10/31/2018		C		552,495		(2)	(2)	Common Stock	552,495	(2)	0	D ⁽³⁾⁽⁵⁾	

1. Name and Address of Reporting Person*
Cormorant Asset Management, LP

 (Last) (First) (Middle)
 200 CLARENDON STREET, 52ND FLOOR

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Chen Bihua

 (Last) (First) (Middle)
 C/O CORMORANT ASSET MANAGEMENT, LP
 200 CLARENDON STREET, 52ND FLOOR

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

Cormorant Global Healthcare GP, LLC

(Last) (First) (Middle)

200 CLARENDON STREET, 52ND FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Cormorant Global Healthcare Master Fund, LP

(Last) (First) (Middle)

200 CLARENDON STREET, 52ND FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

- Shares of Series B-2 Convertible Preferred Stock ("Series B-2 Preferred Stock") were convertible at any time at the holder's election, without payment of additional consideration, and had no expiration date but converted automatically upon the closing of the Issuer's initial public offering.
- Shares of Series C Convertible Preferred Stock ("Series C Preferred Stock") were convertible at any time at the holder's election, without payment of additional consideration, and had no expiration date but converted automatically upon the closing of the Issuer's initial public offering.
- Shares reported herein are held by Cormorant Global Healthcare Master Fund, LP (the "Master Fund"), Cormorant Private Healthcare Fund I, LP (the "Fund I"), and a managed account (the "Account"). Cormorant Asset Management, LP ("Cormorant") serves as the investment manager of the Master Fund, Fund I, and the Account. Bihua Chen serves as manager of the general partner of Cormorant. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or her pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.
- The Series B-2 Preferred Stock represented, on an as-converted basis (i) 126,375 shares of Common Stock held by the Master Fund, (ii) 450,000 shares of Common Stock held by Fund I, and (iii) 23,624 shares of Common Stock held by the Account.
- The Series C Preferred Stock represented, on an as-converted basis (i) 96,985 shares of Common Stock held by the Master Fund, (ii) 435,788 shares of Common Stock held by Fund I, and (iii) 19,722 shares of Common Stock held by the Account.
- Shares reported herein as purchased on October 31, 2018 represent (i) 122,853 shares purchased by the Master Fund, and (ii) 10,480 shares purchased by the Account.

/s/ CORMORANT GLOBAL HEALTHCARE GP, LLC By: Bihua 11/02/2018

/s/ CORMORANT ASSET MANAGEMENT, LP By: Cormorant Asset Management GP, LLC its General Partner, By: Bihua Chen, Managing Member 11/02/2018

/s/ CORMORANT GLOBAL HEALTHCARE MASTER FUND, LP By: Cormorant Global Healthcare GP, LLC, its General Partner By: Bihua Chen, Managing Member 11/02/2018

/s/ Bihua Chen 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.

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.