

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>Malik Shahzad</u> <hr/> (Last) (First) (Middle) <u>26 TECHNOLOGY DRIVE</u> <hr/> (Street) <u>IRVINE CA 92618</u> <hr/> (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) <p style="text-align: center;">Former 10% Owner</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2018</u>	
	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	11/02/2018		C		43,822 ⁽¹⁾	A	(2)	43,822 ⁽¹⁾	I	By Advent Life Sciences LLP ⁽³⁾
Common Stock	11/02/2018		C		1,231,178 ⁽¹⁾	A	(2)	1,275,000 ⁽¹⁾	I	By Advent Life Sciences Fund II LP ⁽⁴⁾
Common Stock	11/02/2018		C		14,412 ⁽¹⁾	A	(5)	1,289,412 ⁽¹⁾	I	By Advent Life Sciences LLP ⁽³⁾
Common Stock	11/02/2018		C		404,937 ⁽¹⁾	A	(5)	1,694,349 ⁽¹⁾	I	By Advent Life Sciences Fund II LP ⁽⁴⁾

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 Preferred Stock	(2)	11/02/2018		C			36,518	(2)	(2)	Common Stock	43,822 ⁽¹⁾	\$0.00	0	I	By Advent Life Sciences LLP ⁽³⁾
Series B-2 Preferred Stock	(2)	11/02/2018		C			1,025,981	(2)	(2)	Common Stock	1,231,178 ⁽¹⁾	\$0.00	0	I	By Advent Life Sciences Fund II LP ⁽⁴⁾
Series C Preferred Stock	(5)	11/02/2018		C			12,010	(5)	(5)	Common Stock	14,412 ⁽¹⁾	\$0.00	0	I	By Advent Life Sciences LLP ⁽³⁾
Series C Preferred Stock	(5)	11/02/2018		C			337,447	(5)	(5)	Common Stock	404,937 ⁽¹⁾	\$0.00	0	I	By Advent Life Sciences Fund II LP ⁽⁴⁾

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 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.

3. Securities are held by Advent Life Sciences LLP ("Advent"). The reporting person, who is a member of the Issuer's board of directors, is a general partner of Advent, and disclaims beneficial ownership of the shares held by Advent except to the extent of his indirect pecuniary interest therein.

4. Securities are held by Advent Life Sciences Fund II LP. Advent is the general partner of Advent Life Sciences Fund II LP and the reporting person, who is a member of the Issuer's board of directors, is a partner of Advent. The reporting person disclaims beneficial ownership of the shares held by Advent Life Sciences Fund II LP except to the extent of his respective indirect pecuniary interest therein.

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 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 Shahzad
Malik](#)

[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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