
**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): March 22, 2024

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:

<u>Title of class</u>	<u>Trading symbol</u>	<u>Name of exchange on which registered</u>
Common stock, par value \$0.0001 per share	AXNX	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company 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 5.07. Submission of Matters to a Vote of Security Holders.

Axonics, Inc. (the “Company”) held a special meeting of its stockholders (the “Special Meeting”) on March 22, 2024, to vote on the three proposals described in the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on February 22, 2024, and mailed to the Company’s stockholders on or about February 22, 2024 (the “Proxy Statement”). As disclosed in the Proxy Statement, as of the close of business on February 8, 2024, the record date for determining stockholders entitled to notice of and to vote at the Special Meeting (the “Record Date”), there were 51,004,596 shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”), outstanding and entitled to vote at the Special Meeting. A total of 40,367,517 shares of Common Stock (representing approximately 79.14% of the shares of Common Stock outstanding on the Record Date and entitled to vote at the Special Meeting) were present virtually or represented by proxy at the Special Meeting, constituting a quorum for the Special Meeting.

The final voting results for each of the proposals submitted to a vote of the Company’s stockholders at the Special Meeting are as follows:

Proposal 1 – Adoption of the Merger Agreement: The stockholders of the Company adopted the Agreement and Plan of Merger, dated January 8, 2024 (such agreement, as it may be amended, modified or supplemented from time to time, the “Merger Agreement”), by and among the Company, Boston Scientific Corporation (“Boston Scientific”) and Sadie Merger Sub, Inc., a wholly owned subsidiary of Boston Scientific (“Merger Sub”), pursuant to which Boston Scientific will acquire the Company via a merger of Merger Sub with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Boston Scientific. The voting results are set forth in the table immediately below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
40,322,592	4,303	40,622

Proposal 2 – Non-binding Advisory Vote on Compensation of Named Executive Officers: The stockholders of the Company approved, on an advisory (non-binding) basis, the compensation that may be paid or become payable to the Company’s named executive officers identified in the Proxy Statement that is based on or otherwise relates to the Merger Agreement and the transactions contemplated by the Merger Agreement. The voting results are set forth in the table immediately below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
35,133,272	4,291,341	942,904

Proposal 3 - Adjournment of the Special Meeting, if necessary or appropriate: The stockholders of the Company approved a proposal to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, including to solicit additional proxies to approve the proposal to adopt the Merger Agreement if there were insufficient votes to adopt the Merger Agreement at the time of the Special Meeting. Although this proposal was approved by the stockholders of the Company, because there were sufficient votes represented at the time of the Special Meeting to approve the proposal to adopt the Merger Agreement, this proposal to approve the adjournment of the Special Meeting is moot. The voting results are set forth in the table immediately below:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
38,955,031	1,194,365	218,121

Item 8.01. Other Events.

On March 22, 2024, the Company issued a press release announcing the adoption of the Merger Agreement by the Company’s stockholders at the Special Meeting. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated March 22, 2024
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.

Date: March 25, 2024

By:

/s/ Raymond W. Cohen

Raymond W. Cohen

Chief Executive Officer

Axonics Stockholders Approve Merger Agreement with Boston Scientific

IRVINE, Calif – (BUSINESS WIRE) – Axonics, Inc. (Nasdaq: AXNX) announced that its stockholders have voted today to adopt Axonics’ merger agreement with Boston Scientific Corporation (NYSE: BSX). According to preliminary voting results from the special meeting of stockholders held earlier today, a majority of the shares of Axonics’ common stock outstanding and entitled to vote at the special meeting voted in favor of adopting the merger agreement. Final voting results, as tabulated by an independent inspector of election, will be reported on a Form 8-K to be filed with the U.S. Securities and Exchange Commission.

“We want to thank Axonics’ stockholders for their strong support of our transaction with Boston Scientific,” said Raymond W. Cohen, chief executive officer of Axonics. “Our team is looking forward to the global impact we can make as part of Boston Scientific as we endeavor to bring our life-changing therapies to more patients than ever before.”

The closing of the transaction is expected to occur in the first half of 2024 and remains subject to certain conditions, including receipt of approvals or clearances, or the expiration, termination or waiver of applicable waiting periods under U.S. and foreign antitrust laws.

About Axonics

Axonics is a global medical technology company that is developing and commercializing novel products for adults with bladder and bowel dysfunction. Axonics recently ranked No. 2 on the 2023 Financial Times ranking of the fastest growing companies in the Americas after being ranked No. 1 in 2022.

Axonics® sacral neuromodulation systems provide adults with overactive bladder and/or fecal incontinence with long-lived, easy to use, safe, clinically effective therapy. In addition, the company’s best-in-class urethral bulking hydrogel, Bulkamid®, provides safe and durable symptom relief to women with stress urinary incontinence. In the U.S., moderate to severe urinary incontinence affects an estimated 28 million women and fecal incontinence affects an estimated 19 million adults. For more information, visit www.axonics.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words like “may,” “will,” “likely,” “should,” “expect,” “anticipate,” “future,” “plan,” “believe,” “intend,” “goal,” “seek,” “endeavor,” “estimate,” “project,” “continue,” and variations of such words and similar expressions. These forward-looking statements are not guarantees of future performance and involve risks, assumptions, and uncertainties, including, but not limited to, risks related to: Axonics’ ability to consummate the transactions contemplated by the Agreement and Plan of Merger, dated January 8, 2024 (the “Merger Agreement”), by and among Axonics, Boston Scientific Corporation (“Boston Scientific”), and Sadie Merger Sub, Inc., a wholly owned subsidiary of Boston Scientific (“Merger Sub”), providing for the merger of Merger Sub with and into Axonics with Axonics continuing as the surviving company and a wholly owned subsidiary of Boston Scientific (the “Merger”), in a timely

manner or at all; the risk that the Merger Agreement may be terminated in circumstances requiring the payment by Axonics of a termination fee; the satisfaction (or waiver) of the conditions to the closing of the Merger; potential delays in consummating the Merger; the occurrence of any event, change or other circumstance or condition that could give rise to termination of the Merger Agreement; Axonics' ability to timely and successfully realize the anticipated benefits of the Merger; the ability to successfully integrate the businesses of Axonics and Boston Scientific; the effect of the announcement or pendency of the Merger on Axonics' current plans, business relationships, operating results and business generally; the effect of limitations placed on Axonics' business under the Merger Agreement; significant transaction costs and unknown liabilities; litigation or regulatory actions related to the Merger Agreement or Merger; FDA or other U.S. or foreign regulatory or legal actions or changes affecting Axonics or Axonics' industry; the results of any ongoing or future legal proceedings, including the litigation with Medtronic, Inc., Medtronic Puerto Rico Operations Co., Medtronic Logistics LLC and Medtronic USA, Inc. (the "Medtronic Litigation"); any termination or loss of intellectual property rights, including as a result of the Medtronic Litigation; introductions and announcements of new technologies by Axonics, any commercialization partners or Axonics' competitors, and the timing of these introductions and announcements; changes in macroeconomic and market conditions and volatility, including the risk of recession, inflation, supply chain constraints or disruptions and rising interest rates; and economic and market conditions in general and in the medical technology industry specifically, including the size and growth, if any, of Axonics' markets, and risks related to other factors described under "Risk Factors" in other reports and statements filed with the U.S. Securities and Exchange Commission ("SEC"), including Axonics' most recent Annual Report on Form 10-K, which is available on the investor relations section of Axonics' website at www.axonics.com and on the SEC's website at www.sec.gov. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by these forward-looking statements. Therefore, you should not rely on any of these forward-looking statements.

The forward-looking statements included in this press release are made only as of the date of this press release, and except as otherwise required by federal securities law, Axonics does not assume any obligation nor does it intend to publicly update or revise any forward-looking statements to reflect new information, changed circumstances or unanticipated events.

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