

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Sama Rinda</u> (Last) (First) (Middle) 26 TECHNOLOGY DRIVE (Street) IRVINE CA 92618 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2019	
	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 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	05/09/2019		M		871	A	\$1.42	4,871	I	By Spouse
Common Stock	05/09/2019		M		1,225	A	\$1.63	6,096	I	By Spouse
Common Stock	05/09/2019		M		941	A	\$1.32	7,037	I	By Spouse
Common Stock	05/09/2019		M		480	A	\$1.32	7,517	I	By Spouse
Common Stock	05/09/2019		M		6,228	A	\$0.98	13,745	I	By Spouse
Common Stock	05/09/2019		M		1,800	A	\$0.97	15,545	I	By Spouse
Common Stock	05/09/2019		M		1,800	A	\$0.97	17,345	I	By Spouse
Common Stock	05/09/2019		S		13,345	D	\$28.0253 ⁽¹⁾	4,000	I	By Spouse
Common Stock								220,627	D	

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					
Stock Options (Right to buy)	\$1.42	05/09/2019		M			871	(2)	08/25/2027	Common Stock 871	\$0.00	1,021	I	By Spouse
Stock Options (Right to buy)	\$1.63	05/09/2019		M			1,225	(3)	03/30/2028	Common Stock 1,225	\$0.00	2,975	I	By Spouse
Stock Options (Right to buy)	\$1.32	05/09/2019		M			941	(4)	05/22/2027	Common Stock 941	\$0.00	929	I	By Spouse

**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				
Stock Options (Right to buy)	\$1.32	05/09/2019		M			480	(5)	07/05/2027	Common Stock	480	\$0.00	560	I	By Spouse
Stock Options (Right to buy)	\$0.98	05/09/2019		M			6,228	(6)	01/15/2026	Common Stock	6,228	\$0.00	1,244	I	By Spouse
Stock Options (Right to buy)	\$0.97	05/09/2019		M			1,800	(7)	06/29/2024	Common Stock	1,800	\$0.00	0.00	I	By Spouse
Stock Options (Right to buy)	\$0.97	05/09/2019		M			1,800	(8)	04/01/2025	Common Stock	1,800	\$0.00	0.00	I	By Spouse

Explanation of Responses:

- The price in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$27.91 to \$28.17, inclusive. The reporting person undertakes to provide Axonics Modulation Technologies, Inc., any security holder of Axonics Modulation Technologies, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on July 21, 2018 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of July 21, 2018, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on March 30, 2019 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of March 30, 2019, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on May 23, 2018 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of May 23, 2018, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on July 5, 2017 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of July 5, 2017, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on January 15, 2017 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of January 15, 2017, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on June 30, 2015 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of June 30, 2015, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.
- The shares subject to the option will vest over a period of four years, with 1/4th of the shares subject to the option vesting on April 2, 2016 and the remainder vesting at a rate of 1/36th per month commencing upon the one-year anniversary of April 2, 2016, provided the reporting person remains in continuous service on each vesting date, subject to accelerated vesting in certain events, including upon certain changes of control of the Issuer. The option is subject to an early exercise provision and is immediately exercisable.

Remarks:

/s/ Michael V. Williamson, as
 Attorney-in-Fact for Rinda Sama 05/10/2019

** 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.