
**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): April 28, 2020

Axonics Modulation Technologies, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

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

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 28, 2020, Raphaël Wisniewski resigned from the Board of Directors (the “Board”) of Axonics Modulation Technologies, Inc. (the “Company”), and in doing so left positions as the Chairman of the Board and Chair of the Compensation Committee of the Board. Mr. Wisniewski’s decision to resign was not the result of any disagreement with the Company, the Board, management, or any matter relating to the Company’s operations, policies or practices.

The Board appointed Michael H. Carrel to succeed Mr. Wisniewski as Chairman of the Board. Mr. Carrel has served as a member of the Board and a member of the Compensation Committee since February 2019.

In addition, the Board appointed Juliet Tammenoms Bakker to succeed Mr. Wisniewski as the Chair of the Compensation Committee and Nancy Snyderman as a member of the Compensation Committee.

Item 8.01. Other Events.

On April 29, 2020, the Company issued a press release announcing certain of the matters described in Item 5.02 of this Current Report on Form 8-K. The full text of the press release is furnished 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.

Exhibit No.	Description
99.1	Press Release of Axonics Modulation Technologies, Inc., dated April 29, 2020

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 MODULATION TECHNOLOGIES, INC.

Dated: May 1, 2020

By:

/s/ Raymond W. Cohen

Raymond W. Cohen

Chief Executive Officer

Axonics® Names Michael H. Carrel as Chairman of its Board of Directors

IRVINE, Calif – April 29, 2020 – Axonics Modulation Technologies, Inc. (NASDAQ: AXNX), a medical technology company that has developed and is commercializing novel implantable Sacral Neuromodulation (“SNM”) devices for the treatment of urinary and bowel dysfunction, announced today the appointment of Michael H. Carrel as chairman of the Axonics board of directors. Concurrent with this appointment, Raphael Wisniewski, who has served as chairman of Axonics since the Company’s inception in late 2013, is retiring and will not stand for re-election at the 2020 annual meeting of stockholders.

Mr. Carrel has been a member of the board of directors of Axonics since February 2019. He currently serves as president, chief executive officer and board member of AtriCure, Inc. (NASDAQ: ARTC) and has been in this role for over seven years. AtriCure develops and markets medical devices for the treatment of atrial fibrillation and related conditions. Under Mr. Carrel’s leadership, AtriCure’s revenue was \$231 million in 2019, up from \$72 million in 2012. Mr. Carrel’s 25-year career includes successful leadership roles in global organizations in the healthcare and technology industries.

Raymond W. Cohen, CEO of Axonics commented, “On behalf of all Axonics stakeholders, I would like to acknowledge Raphael for his many contributions and valuable service to our organization since our inception. Raphael’s investment firm, Andera Partners, based in Paris, France, manages over €2 billion in assets and was the lead investor in a number of Axonics’ private financing rounds prior to the Company’s IPO in November 2018. We owe Raphael a debt of gratitude for recognizing the opportunity in Axonics and providing steady Board leadership during our transition to a commercial stage company.”

About Axonics Modulation Technologies, Inc.

Axonics, based in Irvine, Calif., has developed and is commercializing novel implantable SNM devices for patients with urinary and bowel dysfunction. These conditions are caused by a miscommunication between the bladder and the brain and significantly impact quality of life. Overactive bladder affects an estimated 87 million adults in the U.S. and Europe. Another estimated 40 million adults are reported to suffer from fecal incontinence/accidental bowel leakage. SNM therapy has been employed to reduce symptoms and restore pelvic floor function for the past two decades. Reimbursement coverage is well established in the U.S. and Europe. The Axonics System is the first long-lived rechargeable SNM system approved for sale in the world, and the first to gain full-body MRI conditional labeling. For more information, visit the Company’s website at www.axonics.com.

Forward-Looking Statements

Statements made in this press release that relate to future plans, events, prospects or performance are forward-looking statements as defined under the Private Securities Litigation Reform Act of 1995. Words such as “planned,” “expects,” “believes,” “anticipates,” “designed,” and similar words are intended to identify forward-looking statements. While these forward-looking statements are based on the current expectations and beliefs of management, such forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results to differ materially from the expectations expressed in this press release, including the risks and uncertainties disclosed in Axonics filings with the Securities and Exchange Commission, all of which are available online at www.sec.gov. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, Axonics undertakes no obligation to update or revise any forward-looking statements to reflect new information, changed circumstances or unanticipated events.

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