

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Advent Life Sciences LLP</u> (Last) (First) (Middle) 158 NORTH GOWER STREET (Street) LONDON X0 NW1 2nd (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 Officer (give title below) X Other (specify below) Former 10% Owner
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X 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⁾

1. Name and Address of Reporting Person*
Advent Life Sciences LLP

(Last)	(First)	(Middle)
158 NORTH GOWER STREET		
<hr/>		
(Street)		
LONDON	X0	NW1 2nd
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Advent Life Sciences Fund II LP		
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(Last)	(First)	(Middle)
158 NORTH GOWER STREET		
<hr/>		
(Street)		
LONDON	X0	NW1 2nd
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. Reflects a 1.2-for-1 forward stock split of the Issuer's common stock effected on October 18, 2018.
2. 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.
4. Securities are held by Advent Life Sciences Fund II LP. Advent Life Sciences LLP is the general partner of Advent Life Sciences Fund II LP.
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/ Shahzad Malik, General Partner, Advent Life Sciences LLP](#) [11/02/2018](#)

[/s/ Shahzad Malik, General Partner of Advent Life Sciences LLP, acting in its capacity as Manager of Advent Life Sciences Fund II LP](#) [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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