

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Kuang Zhong</u>  (Last) (First) (Middle) ROOM 3005 NANHU JIAHECHENG NO. 82 MINZU ROAD  (Street) NANNING 530022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/30/2018	3. Issuer Name and Ticker or Trading Symbol <u>Axonics Modulation Technologies, Inc. [ AXNX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	347,491 <sup>(2)</sup>	(1)	I	Zac and Cloud Holdings Ltd. <sup>(3)</sup>
Series B-1 Preferred Stock	(4)	(4)	Common Stock	349,862 <sup>(2)</sup>	(4)	I	Zac and Cloud Holdings Ltd. <sup>(3)</sup>
Series B-2 Preferred Stock	(5)	(5)	Common Stock	187,500 <sup>(2)</sup>	(5)	I	Zac and Cloud Holdings Ltd. <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>Kuang Zhong</u>  (Last) (First) (Middle) ROOM 3005 NANHU JIAHECHENG NO. 82 MINZU ROAD  (Street) NANNING 530022  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Zac &amp; Cloud Holdings LTD</u>  (Last) (First) (Middle) ROOM 3005, NO. 82 MINZU ROAD  (Street) NANNING, GUANGXI F4 530022  (City) (State) (Zip)		
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**Explanation of Responses:**

- Each share of Series A preferred stock is convertible, at any time, at the reporting person's election, into shares of the Issuer's common stock at the then-effective conversion rate for no additional consideration in accordance with the Issuer's Fourth Amended and Restated Certificate of Incorporation, as amended to date. In addition, 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 the Series A preferred stock will automatically convert into 2.31660 shares of the Issuer's common stock. The Series A preferred stock has no expiration date.
- Reflects a 1.2-for-1 forward stock split of the Issuer's common stock effected on October 18, 2018.
- The shares are held of record by Zac and Cloud Holdings Ltd. ("Cloud"). Zhong Kuang is the sole-shareholder of Cloud and has voting and dispositive power over the shares held by Cloud.

4. Each share of Series B-1 preferred stock is convertible, at any time, at the reporting person's election, into shares of the Issuer's common stock at the then-effective conversion rate for no additional consideration in accordance with the Issuer's Fourth Amended and Restated Certificate of Incorporation, as amended to date. In addition, 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 the Series B-1 preferred stock will automatically convert into 1.2 shares of the Issuer's common stock. The Series B-1 preferred stock has no expiration date.

5. Each share of Series B-2 preferred stock is convertible, at any time, at the reporting person's election, into shares of the Issuer's common stock at the then-effective conversion rate for no additional consideration in accordance with the Issuer's Fourth Amended and Restated Certificate of Incorporation, as amended to date. In addition, 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 the Series B-2 preferred stock will automatically convert into 1.2 shares of the Issuer's common stock. The Series B-2 preferred stock has no expiration date.

**Remarks:**

/s/ Zhong Kuang, on behalf of      10/30/2018  
Zac and Cloud Holdings Ltd.

/s/ Zhong Kuang      10/30/2018

\*\* 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 5 (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.**