

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>Gilde Healthcare Holding B.V.</u>  (Last) (First) (Middle) NEWTONLAAN 91 3584 BP UTRECHT  (Street) THE NETHERLANDS  (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 C Preferred Stock	(1)	(1)	Common Stock	2,266,666 <sup>(2)</sup>	(1)	I	By Cooperatieve Gilde Healthcare IV U.A. <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>Gilde Healthcare Holding B.V.</u>  (Last) (First) (Middle) NEWTONLAAN 91 3584 BP UTRECHT  (Street) THE NETHERLANDS  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Gilde Healthcare IV Management B.V.</u>  (Last) (First) (Middle) NEWTONLAAN 91 3584 BP UTRECHT  (Street) THE NETHERLANDS  (City) (State) (Zip)
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Explanation of Responses:

- Each share of Series C 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 C preferred stock will automatically convert into 1.2 shares of the Issuer's common stock. The Series C 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 directly by Cooperatieve Gilde Healthcare IV U.A. ("Gilde"). Geoff Pardo ("Pardo"), who is a member of the Issuer's board of directors, is a partner of Gilde. Gilde is managed by Gilde Healthcare IV Management B.V. ("Management"). Management is owned by Gilde Healthcare Holding B.V. ("Holding"). Each of Pardo, Management and Holding may be deemed to have voting, investment and dispositive power with respect to these securities. Each of Pardo, Management and Holding disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.

Remarks:

/s/ Marc Perret, on behalf of 10/30/2018  
Gilde Healthcare Holding B.V.

/s/ Marc Perret, on behalf of  
Gilde Healthcare IV 10/30/2018  
Management B.V.

/s/ Marc Perret, on behalf of  
Cooperatieve Gilde Healthcare 10/30/2018  
IV U.A.

\*\* 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.

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