

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person <sup>†</sup> <u>Noblett Karen</u>  (Last) (First) (Middle) 26 TECHNOLOGY DRIVE  (Street) IRVINE CA 92618  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axonics, 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 Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	11/15/2024		D <sup>(1)(2)</sup>		34,428 <sup>(3)</sup>	D	\$71 <sup>(1)</sup>	0.00	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						Title
Performance-Based Restricted Stock Units <sup>(4)</sup>	(4)	11/15/2024		D <sup>(5)</sup>			7,500	(5)	(4)(5)	Common Stock	7,500	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$14.19	11/15/2024		D <sup>(6)</sup>			2,963	(6)	01/30/2029	Common Stock	2,963	\$56.81 <sup>(6)</sup>	0.00	D	
Stock Options (Right to buy)	\$25.82	11/15/2024		D <sup>(6)</sup>			6,348	(6)	12/12/2029	Common Stock	6,348	\$45.18 <sup>(6)</sup>	0.00	D	
Stock Option (Right to Buy)	\$1.63	11/15/2024		D <sup>(6)</sup>			11,998	(6)	03/30/2028	Common Stock	11,998	\$69.37 <sup>(6)</sup>	0.00	D	

**Explanation of Responses:**

- Reflects the disposition of the reporting person's shares of the Issuer's common stock, upon the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated as of January 8, 2024 (the "Merger Agreement"), among the Issuer, Boston Scientific Corporation ("Parent") and Sadie Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), including the consummation of the merger of Merger Sub with and into the Issuer with the Issuer as the surviving corporation (the "Merger"). Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective time"), each outstanding share of the Issuer's common stock was canceled and converted automatically into the right to receive \$71.00 in cash, without interest (The "Merger Consideration").
- The shares of the Issuer's common stock reported as disposed by the reporting person include restricted stock awards. Pursuant to the Merger Agreement, at the Effective Time, each outstanding restricted stock award granted under the Issuer's 2018 Omnibus Incentive Plan (f/k/a/ Axonics Modulation Technologies, Inc. 2018 Omnibus Incentive Plan) and the Axonics Modulation Technologies, Inc. 2014 Stock Incentive Plan was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (a) the Merger Consideration and (b) the aggregate number of shares subject to such restricted stock award, less applicable taxes and authorized deductions.
- Includes 10,199 shares acquired by the reporting person upon the exercise of stock options during the period from July 2019 through February 2022, when such person was not a reporting person and the disposition of such stock options and the acquisition of the underlying shares were not previously reported.
- Each Performance-Based Restricted Stock Unit represents the contingent right to receive one share of the Issuer's common stock, subject to the conditions set forth in the award agreement. Per the terms of the award agreement governing the Performance-Based Restricted Stock Units, the number of Performance-Based Restricted Stock Units to be earned by the reporting person ranged from 0% to 200% of the target number of Performance-Based Restricted Stock Units granted, based upon the total stockholder return of the Issuer's common stock relative to its peer group index over a performance period consisting of the two fiscal years ending January 31, 2025, and provided the reporting person remains in continuous service through January 31, 2025.
- Pursuant to the Merger Agreement, at the Effective Time, each outstanding Performance-Based Restricted Stock Unit granted under the Issuer's 2018 Omnibus Incentive Plan (f/k/a/ Axonics Modulation Technologies, Inc. 2018 Omnibus Incentive Plan) and the Axonics Modulation Technologies, Inc. 2014 Stock Incentive Plan for which the market condition is relative total stockholder return, whether vested but unexercised or unvested, was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (a) the Merger Consideration and (b) the aggregate number of shares underlying such Performance-Based Restricted Stock Unit (based on the actual performance of the relevant peer group as of the Company's fiscal quarter-end immediately preceding the Effective Time and the Merger Consideration as the per share price), less applicable taxes and authorized deductions.
- Pursuant to the Merger Agreement, at the Effective Time, each outstanding and unexercised option to purchase shares of the Issuer's common stock granted under the Issuer's 2018 Omnibus Incentive Plan (f/k/a/ Axonics Modulation Technologies, Inc. 2018 Omnibus Incentive Plan) and the Axonics Modulation Technologies, Inc. 2014 Stock Incentive Plan (each such option, a "Company Option"), whether vested or unvested, was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (a) the amount by which the Merger Consideration exceeds the exercise price per share applicable to such Company Option and (b) the aggregate number of shares of the Issuer's common stock issuable upon exercise of such Company Option, less applicable taxes and authorized deductions.

**Remarks:**

Kari L. Keese, as Attorney-in- 11/15/2024

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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Kari L. Keese, and Michael A. Hedge, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Axonics, Inc. (the "Company"), a Form ID and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, 3, 4 or 5 and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority or organization; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of October 2023.

Karen Noblett  
/s/ Karen Noblett

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