

FORM 4

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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).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Watson Michael James			Axos Financial, Inc. [AX]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Head of Axos Securities		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
9205 WEST RUSSELL ROAD SUITE 400			3/20/2026					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LAS VEGAS NEVADA 89148						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip/Postal Code)								
UNITED STATES								
(Country)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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								777	I	401(k) Plan
Common Stock ⁽¹⁾	3/20/2026		M		983	A	\$82.93	6,736	D	
Common Stock	3/20/2026		D		491 ⁽²⁾	D	\$82.93	6,245	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Restricted Stock Units ⁽³⁾		⁽⁴⁾ 3/20/2026		M		983		⁽⁵⁾	⁽⁵⁾	Common Stock	983	\$0	10,659	D	

Explanation of Responses:

- Represents shares of Common Stock issued on March 20, 2026, following the vesting of Restricted Stock Units ("RSUs") which vest as to one-third of the shares on each anniversary of the date of grant. The RSUs were previously granted to the reporting person under the Axos Financial, Inc. 2014 Amended and Restated 2014 Stock Incentive Plan.
- Represents shares of Common Stock retained by Axos Financial, Inc. for tax withholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vested RSUs.
- The RSUs were granted to the reporting person under the Axos Financial, Inc. 2014 Stock Incentive Plan. The RSUs are accompanied by dividend equivalent rights.
- Each RSU represents a contingent right to receive one share of Axos Financial, Inc. Common Stock.
- The RSUs vest as to one-third of the shares on each anniversary date of grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watson Michael James 9205 WEST RUSSELL ROAD SUITE 400 LAS VEGAS NEVADA 89148 UNITED STATES			EVP, Head of Axos Securities	

Signatures

Derrick Walsh for Michael Watson

3/24/2026

******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.

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 control number.

* Form 4: SEC 1474 (03-26).