

FORM 4

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

OMB APPROVAL
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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 * Walsh Derrick (Last) (First) (Middle) 9205 WEST RUSSELL ROAD, SUITE 400 (Street) LAS VEGAS, NV 89148 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Axos Financial, Inc. [AX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Chief Financial Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/23/2022</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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 (1)	9/23/2022		M		3333	A	\$36.8 (2)	27111	D	
Common Stock	9/23/2022		D		1754 (3)	D	\$36.8	25357	D	
Common Stock								2111	I	401(k) Plan

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 Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (4)	(2)	9/23/2022		M		3333		(3)	(3)	Common Stock	3333	\$0.0	21654	D	

Explanation of Responses:

- (1) Represents shares of Common Stock issued on September 23, 2022 following the vesting of Restricted Stock Units (RSUs) which vest one-third each year. The RSUs were previously granted to the reporting person under the Axos Financial, Inc. 2014 Stock Incentive Plan in connection with the reporting person's employment agreement as Chief Financial Officer.
- (2) Each RSU represents a contingent right to receive one share of Axos Financial, Inc. Common Stock.
- (3) Represents shares of Common Stock retained by Axos Financial, Inc. in exchange for cash paid to the reporting person for tax liabilities in respect to the vested RSUs.
- (4) The RSUs were granted to the reporting person under the Axos Financial, Inc. 2014 Stock Incentive Plan in connection with the reporting person's employment agreement as Chief Financial Officer.
- (5) 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
Walsh Derrick 9205 WEST RUSSELL ROAD SUITE 400 LAS VEGAS, NV 89148			EVP, Chief Financial Officer	

Signatures

By: Andrew J Micheletti For: Derrick Walsh

9/26/2022

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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