

**AXON ENTERPRISE, INC.**  
Filed by  
**ABDIEL QUALIFIED MASTER FUND LP**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 01/31/18

Address	17800 N. 85TH ST. SCOTTSDALE, AZ, 85255
Telephone	480-991-0797
CIK	0001069183
Symbol	AAXN
SIC Code	3480 - Ordnance and Accessories, (No Vehicles/Guided Missiles)
Industry	Aerospace & Defense
Sector	Industrials
Fiscal Year	12/31

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**Axon Enterprise, Inc.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

05464C101

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(CUSIP Number)

December 31, 2017

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Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Name of Reporting Person:  
**Abdiel Qualified Master Fund, LP**

I.R.S. Identification No. of above Person (entities only) (voluntary)

2 Check the Appropriate Box if a Member of a Group

- (a)   
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

**Cayman Islands**

5 SOLE VOTING POWER  
**0**

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

6 SHARED VOTING POWER  
**2,982,796**

7 SOLE DISPOSITIVE POWER  
**0**

8 SHARED DISPOSITIVE POWER  
**2,982,796**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED  
**2,982,796**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**5.6% \***

12 TYPE OF REPORTING PERSON  
**PN**

\* Based on 52,912,769 shares of Common Stock outstanding as of October 31, 2017, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2017 filed with the Securities and Exchange Commission on November 9, 2017.

1 Names of Reporting Person:  
**Abdiel Capital, LP**

I.R.S. Identification No. of above Person (entities only) (voluntary)

2 Check the Appropriate Box if a Member of a Group

- (a)   
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

**Delaware**

5 SOLE VOTING POWER  
**0**

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

6 SHARED VOTING POWER  
**110,149**

7 SOLE DISPOSITIVE POWER  
**0**

8 SHARED DISPOSITIVE POWER  
**110,149**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED  
**110,149**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**0.2% \***

12 TYPE OF REPORTING PERSON  
**PN**

\* Based on 52,912,769 shares of Common Stock outstanding as of October 31, 2017, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2017 filed with the Securities and Exchange Commission on November 9, 2017.

1 Names of Reporting Person:  
**Abdiel Capital Management, LLC**

I.R.S. Identification No. of above Person (entities only) (voluntary)

2 Check the Appropriate Box if a Member of a Group

- (a)   
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

**Delaware**

5 SOLE VOTING POWER  
**0**

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

6 SHARED VOTING POWER  
**3,092,945\***

7 SOLE DISPOSITIVE POWER  
**0**

8 SHARED DISPOSITIVE POWER  
**3,092,945\***

9 AGGREGATE AMOUNT BENEFICIALLY OWNED  
**3,092,945\***

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**5.8% \*\***

12 TYPE OF REPORTING PERSON  
**00**

\* Consists of 2,982,796 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 110,149 shares of Common Stock held by Abdiel Capital, LP.

\*\* Based on 52,912,769 shares of Common Stock outstanding as of October 31, 2017, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2017 filed with the Securities and Exchange Commission on November 9, 2017.

1 Names of Reporting Person:  
**Abdiel Capital Advisors, LP**

I.R.S. Identification No. of above Person (entities only) (voluntary)

2 Check the Appropriate Box if a Member of a Group

- (a)   
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

**Delaware**

5 SOLE VOTING POWER  
**0**

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

6 SHARED VOTING POWER  
**3,092,945\***

7 SOLE DISPOSITIVE POWER  
**0**

8 SHARED DISPOSITIVE POWER  
**3,092,945\***

9 AGGREGATE AMOUNT BENEFICIALLY OWNED  
**3,092,945\***

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**5.8% \*\***

12 TYPE OF REPORTING PERSON  
**PN, IA**

\* Consists of 2,982,796 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 110,149 shares of Common Stock held by Abdiel Capital, LP.  
\*\*Based on 52,912,769 shares of Common Stock outstanding as of October 31, 2017, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2017 filed with the Securities and Exchange Commission on November 9, 2017.

1 Names of Reporting Person:  
**Colin T. Moran**

I.R.S. Identification No. of above Person (entities only) (voluntary)

2 Check the Appropriate Box if a Member of a Group

- (a)   
(b)

3 SEC USE ONLY

4 Citizenship or Place of Organization

**United States**

5 SOLE VOTING POWER  
**0**

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

6 SHARED VOTING POWER  
**3,092,945\***

7 SOLE DISPOSITIVE POWER  
**0**

8 SHARED DISPOSITIVE POWER  
**3,092,945\***

9 AGGREGATE AMOUNT BENEFICIALLY OWNED  
**3,092,945\***

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
**5.8% \*\***

12 TYPE OF REPORTING PERSON  
**IN**

\* Consists of 2,982,796 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 110,149 shares of Common Stock held by Abdiel Capital, LP.

\*\* Based on 52,912,769 shares of Common Stock outstanding as of October 31, 2017, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2017 filed with the Securities and Exchange Commission on November 9, 2017.

**AMENDMENT NO. 1 TO SCHEDULE 13G**

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on June 30, 2017 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated as follows:

**Item 4**                      Ownership:

(a) through (c):

The information requested herein is incorporated by reference to the cover pages to this Amendment No. 1 to Schedule 13G.

Abdiel Capital Management, LLC and Abdiel Capital Advisors, LP serve as the general partner and the investment manager, respectively, of Abdiel Qualified Master Fund, LP and Abdiel Capital, LP. Colin T. Moran serves as managing member of Abdiel Capital Management, LLC and Abdiel Capital Partners, LLC, which serves as the general partner of Abdiel Capital Advisors, LP. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.



SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2018

ABDIEL QUALIFIED MASTER FUND, LP

By: Abdiel Capital Management, LLC, its General Partner

By: /s/ Colin T. Moran  
Colin T. Moran, Managing Member

ABDIEL CAPITAL, LP

By: Abdiel Capital Management, LLC, its General Partner

By: /s/ Colin T. Moran  
Colin T. Moran, Managing Member

ABDIEL CAPITAL MANAGEMENT, LLC

By: /s/ Colin T. Moran  
Colin T. Moran, Managing Member

ABDIEL CAPITAL ADVISORS, LP

By: Abdiel Capital Partners, LLC, its General Partner

By: /s/ Colin T. Moran  
Colin T. Moran, Managing Member

COLIN T. MORAN

By: /s/ Colin T. Moran  
Colin T. Moran, Individually