

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>Andera Partners</u> (Last) (First) (Middle) 374 RUE SAINT ST HONORE ST. (Street) 75001 PARIS (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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 A Preferred Stock	(1)	(1)	Common Stock	799,228 ⁽²⁾	(1)	I	See footnote ⁽³⁾
Series B-1 Preferred Stock	(4)	(4)	Common Stock	806,080 ⁽²⁾	(4)	I	See footnote ⁽³⁾
Series B-2 Preferred Stock	(5)	(5)	Common Stock	431,250 ⁽²⁾	(5)	I	See footnote ⁽³⁾
Series C Preferred Stock	(6)	(6)	Common Stock	654,237 ⁽²⁾	(6)	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Andera Partners</u> (Last) (First) (Middle) 374 RUE SAINT ST HONORE ST. (Street) 75001 PARIS (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>BioDiscovery 4 FCPR</u> (Last) (First) (Middle) 374 RUE SAINT ST HONORE ST. (Street) 75001 PARIS (City) (State) (Zip)

Explanation of Responses:

- Each share of Series A 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 A preferred stock will automatically convert into 2.31660 shares of the Issuer's common stock. The Series A 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.
- This report is filed jointly by Andera Partners ("Andera") and BioDiscovery 4 FCPR ("BioDiscovery"). The shares are held of record by BioDiscovery. Andera is the manager of BioDiscovery and may be deemed to have sole voting and dispositive power over the shares held by BioDiscovery.
- Each share of Series B-1 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 B-1 preferred stock will automatically convert into 1.2 shares of the Issuer's common stock. The Series B-1 preferred stock has no expiration date.
- Each share of Series B-2 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 B-2 preferred stock will automatically convert into 1.2 shares of the Issuer's common stock. The Series B-2 preferred stock has no expiration date.

6. 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.

Remarks:

[/s/ Aichatou DIOP for Andera Partners](#) [10/30/2018](#)

[/s/ Aichatou DIOP for BioDiscovery 4 FCPR](#) [10/30/2018](#)

** 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.

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.