

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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> <hr/> (Last) (First) (Middle) 374 RUE SAINT ST HONORE ST. <hr/> (Street) 75001 PARIS <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Axonics Modulation Technologies, Inc. [ AXNX ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 11/22/2019 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
		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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/22/2019		S		300,000	D	\$20.735 <sup>(1)</sup>	3,257,461	I	See footnote <sup>(2)</sup>

**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					

1. Name and Address of Reporting Person\*  
Andera Partners  


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 (Last) (First) (Middle)  
 374 RUE SAINT ST HONORE ST.  


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 (Street)  
 75001 PARIS  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BioDiscovery 4 FCPR  


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 (Last) (First) (Middle)  
 374 RUE SAINT ST HONORE ST.  


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 (Street)  
 75001 PARIS  


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 (City) (State) (Zip)

**Explanation of Responses:**

1. The shares were sold in a public offering pursuant to the Registration Statement of Axonics Modulation Technologies, Inc. on Form S-3 (File No. 333-234546)  
 2. 2,524,128 shares are held of record by BioDiscovery 4 FCPR ("BioDiscovery") and 733,333 shares are held of record by BioDiscovery 5 ("BioDiscovery 5"). Andera Partners ("Andera") is the manager of BioDiscovery and BioDiscovery 5 and may be deemed to have sole voting and dispositive power over the shares held by BioDiscovery and BioDiscovery 5.

**Remarks:**

/s/ Aichatou DIOP for Andera Partners 11/26/2019  
/s/ Aichatou DIOP for BioDiscovery 4 FCPR 11/26/2019

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.**