

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

**AXONICS MODULATION
TECHNOLOGIES, INC.**
(Name of Issuer)

**Common Stock, \$0.0001 par value per share
(Title of Class of Securities)**

**05465P101
(CUSIP Number)**

**Raphaël Wisniewski
BioDiscovery 4 FCPR
374 Rue Saint-Honore
Paris 75001
949-396-6322**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**January 22, 2020
(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

1	NAMES OF REPORTING PERSON: Andera Partners I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: France	
	7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 2,957,461(1)
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 2,957,461(1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,957,461(1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.7%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

- (1) 2,224,128 shares are held of record by FCPR (as defined below) and 733,333 shares are held of record by BioDiscovery 5 (as defined below). Andera (as defined below) is the manager of FCPR and BioDiscovery 5, and may be deemed to have voting, investment and dispositive power with respect to these securities. Wisniewski (as defined below) is a director of the Issuer (as defined below) and is a partner of Andera, and may be deemed to share voting and dispositive power over the shares held by FCPR and BioDiscovery 5.
- (2) Based on 33,978,911 shares of Common Stock (as defined below) outstanding as of December 12, 2019, based on the information reported by the Issuer in its Form 8-K filed with the Securities and Exchange Commission (the "Commission") on December 12, 2019.

1	NAMES OF REPORTING PERSON: BioDiscovery 4 FCPR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 2,224,128(1)
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 2,224,128(1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,224,128(1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 6.6%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

- (1) Andera is the manager of FCPR and may be deemed to have voting, investment and dispositive power with respect to these securities. Wisniewski is a director of the Issuer and is a partner of Andera, and may be deemed to share voting and dispositive power over the shares held by FCPR.
- (2) Based on 33,978,911 shares of Common Stock outstanding as of December 12, 2019, based on the information reported by the Issuer in its Form 8-K filed with the Commission on December 12, 2019.

1	NAMES OF REPORTING PERSON: BioDiscovery 5 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY): Not applicable.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 733,333(1)
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 733,333(1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 733,333(1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input checked="" type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.2%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO	

- (1) Andera is the manager of BioDiscovery 5 and may be deemed to have voting, investment and dispositive power with respect to these securities. Wisniewski is a director of the issuer and is a partner of Andera, and may be deemed to share voting and dispositive power over the shares held by BioDiscovery 5.
- (2) Based on 33,978,911 shares of Common Stock outstanding as of December 12, 2019, based on the information reported by the Issuer in its Form 8-K filed with the Commission on December 12, 2019.

1	NAMES OF REPORTING PERSON: Raphaël Wisniewski	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION: France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 2,957,461(1)
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 2,957,461(1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,957,461(1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.7%(2)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): IN	

- (1) 2,224,128 shares are held of record by FCPR and 733,333 shares are held of record by BioDiscovery 5. Andera is the manager of FCPR and BioDiscovery 5, and may be deemed to have voting, investment and dispositive power with respect to these securities. Wisniewski is a director of the Issuer and is a partner of Andera, and may be deemed to share voting and dispositive power over the shares held by FCPR and BioDiscovery 5.
- (2) Based on 33,978,911 shares of Common Stock outstanding as of December 12, 2019, based on the information reported by the Issuer in its Form 8-K filed with the Commission on December 12, 2019.

Explanatory Note

This Amendment No. 2 (“Amendment No. 2”) to Schedule 13D relates to the shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Axonics Modulation Technologies, Inc., a Delaware corporation (the “Issuer”), and amends the initial statement on Schedule 13D filed by the Reporting Persons on December 21, 2018 (as amended by Amendment No. 1 thereto filed on December 3, 2019, the “Original Filing”). This Amendment No. 2 is being filed to reflect the sale by BioDiscovery 4 FCPR (“FCPR”) of 300,000 shares of Common Stock in the open market. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Original Filing. Capitalized terms used but not defined in this Amendment No. 2 have the meaning given them in the Original Filing.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented by adding the following information:

On January 17, 2020, FCPR sold 164,739 shares of the Issuer’s Common Stock in the open market through a broker’s transaction at a weighted average price of \$31.513 per share. The shares were sold in multiple transactions at prices ranging from \$31.50 to \$31.85 per share.

On January 22, 2020, FCPR sold 135,261 shares of the Issuer’s Common Stock in the open market through a broker’s transaction at a weighted average price of \$31.542 per share. The shares were sold in multiple transactions at prices ranging from \$31.50 to \$32.30 per share.

As a result of the above transactions, the percentage of outstanding shares of Common Stock that FCPR beneficially owns was reduced by more than one percent.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) Based on the information reported in the Issuer’s Form 8-K filed with the Commission on December 12, 2019, there were 33,978,911 outstanding shares of Common Stock on December 12, 2019.

FCPR is the record holder of an aggregate of 2,224,128 shares of Common Stock, which represents beneficial ownership of approximately 6.6% of the outstanding shares of Common Stock. BioDiscovery 5 is the record holder of an aggregate of 733,333 shares of Common Stock, which represents beneficial ownership of approximately 2.2% of the outstanding shares of Common Stock.

Andera, as the manager of FCPR and BioDiscovery 5, has the power to vote and dispose of securities held by FCPR and BioDiscovery 5 and may be deemed to beneficially own the securities held of record by FCPR and BioDiscovery 5. Wisniewski is a partner of Andera. Wisniewski shares the decision-making power of Andera with respect to the voting and disposition of the securities of the Issuer beneficially owned by FCPR and BioDiscovery 5. As a result, Wisniewski may be deemed to beneficially own the securities of the Issuer held of record by FCPR and BioDiscovery 5. As a result, Wisniewski may beneficially own an aggregate of 2,957,461 shares of Common Stock, or approximately 8.7% of the outstanding Common Stock.

(b) Andera and Wisniewski have shared power to vote and dispose of 2,957,461 shares of Common Stock. FCPR has shared power to vote and dispose of 2,224,128 shares of Common Stock. BioDiscovery 5 has shared power to vote and dispose of 733,333 shares of Common Stock.

(c) Except as reported in this Amendment No. 2, none of the Reporting Persons have effected any transactions in the Issuer’s securities within the past 60 days.

(d) Only FCPR has the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer owned by FCPR. Similarly, only BioDiscovery 5 has the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer owned by BioDiscovery 5.

(e) Not applicable.

Signatures

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Dated: January 24, 2020

ANDERA PARTNERS

By: /s/ Raphaël Wisniewski
Name: Raphaël Wisniewski
Title: Partner

BIODISCOVERY 4 FCPR

By: Andera Partners
Its: Manager

By: /s/ Raphaël Wisniewski
Name: Raphaël Wisniewski
Title: Partner

BIODISCOVERY 5

By: Andera Partners
Its: Manager

By: /s/ Raphaël Wisniewski
Name: Raphaël Wisniewski
Title: Partner

By: /s/ Raphaël Wisniewski
Raphaël Wisniewski