

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Carlyle Group Management L.L.C.</u>  (Last) (First) (Middle) C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH  (Street) WASHINGTON DC 20004-2505  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>1Life Healthcare Inc [ ONEM ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/04/2020		C		28,157,681	A	(1)	28,157,681	I	See footnotes <sup>(2)(3)</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	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	02/04/2020		C			610,000	(1)	(1)	Common Stock	610,000	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>
Series B Preferred Stock	(1)	02/04/2020		C			86,904	(1)	(1)	Common Stock	86,904	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>
Series C Preferred Stock	(1)	02/04/2020		C			54,148	(1)	(1)	Common Stock	54,148	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>
Series D Preferred Stock	(1)	02/04/2020		C			116,535	(1)	(1)	Common Stock	116,535	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>
Series E Preferred Stock	(1)	02/04/2020		C			3,716,920	(1)	(1)	Common Stock	3,716,920	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>
Series F Preferred Stock	(1)	02/04/2020		C			4,705,523	(1)	(1)	Common Stock	4,705,523	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>
Series G Preferred Stock	(1)	02/04/2020		C			768,069	(1)	(1)	Common Stock	768,069	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>
Series H Preferred Stock	(1)	02/04/2020		C			400,467	(1)	(1)	Common Stock	400,467	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>
Series I Preferred Stock	(1)	02/04/2020		C			17,699,115	(1)	(1)	Common Stock	17,699,115	\$0.00	0	I	See footnotes <sup>(2)(3)</sup>

1. Name and Address of Reporting Person \*

[Carlyle Group Management L.L.C.](#)

(Last) (First) (Middle)

C/O THE CARLYLE GROUP, 1001  
PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH

(Street)

WASHINGTON DC 20004-2505

(City) (State) (Zip)

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[Carlyle Group Inc.](#)

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[Carlyle Holdings II GP L.L.C.](#)

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[CG Subsidiary Holdings L.L.C.](#)

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1. Name and Address of Reporting Person \*

[TC Group Cayman Investment Holdings, L.P.](#)

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[TC Group Cayman Investment Holdings Sub L.P.](#)

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1. Name and Address of Reporting Person \*

[TC Group VII, L.L.C.](#)

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[Carlyle Partners VII Holdings, L.P.](#)

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**Explanation of Responses:**

1. The Preferred Stock converted into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and had no expiration date.

2. Carlyle Partners VII Holdings, L.P. is the record holder of the securities reported herein. Carlyle Group Management L.L.C. holds an irrevocable proxy to vote a majority of the shares of The Carlyle Group Inc., a publicly traded company listed on Nasdaq. The Carlyle Group Inc. is the sole member of Carlyle Holdings II GP L.L.C., which is the managing member of Carlyle Holdings II L.L.C., which, with respect to the securities reported herein, is the managing member of CG Subsidiary Holdings L.L.C., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole member of TC Group VII, L.L.C., which is the general partner of TC Group VII, L.P., which is the general partner of Carlyle Partners VII Holdings, L.P.

3. Cont'd from footnote 2. Voting and investment determinations with respect to the shares of common stock held by Carlyle Partners VII Holdings, L.P. are made by an investment committee of TC Group VII, L.P. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the securities held of record by Carlyle Partners VII Holdings, L.P. Each of them disclaims beneficial ownership of such securities.

**Remarks:**

<u>Carlyle Group Management L.L.C., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Chief Financial Officer</u>	<u>02/05/2020</u>
<u>The Carlyle Group Inc., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Chief Financial Officer</u>	<u>02/05/2020</u>
<u>Carlyle Holdings II GP L.L.C., By: The Carlyle Group Inc., its sole member, By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Chief Financial Officer</u>	<u>02/05/2020</u>
<u>Carlyle Holdings II L.L.C., By: Carlyle Holdings II GP L.L.C., its managing member, By: The Carlyle Group Inc., its sole member, By /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Chief Financial Officer</u>	<u>02/05/2020</u>
<u>CG Subsidiary Holdings L.L.C., By: Carlyle Holdings II L.L.C., its managing member, By: Carlyle Holdings II GP L.L.C., its managing member, By: The Carlyle Group Inc., its sole member, By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, CFO</u>	<u>02/05/2020</u>
<u>TC Group Cayman Investment Holdings, L.P., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Chief Financial Officer</u>	<u>02/05/2020</u>
<u>TC Group Cayman Investment Holdings Sub L.P., By: /s/ Anne Frederick, Attorney-in-fact for Curtis L. Buser, Chief Financial Officer</u>	<u>02/05/2020</u>
<u>TC Group VII, L.L.C., By: /s/ Jeremy W. Anderson, Authorized Person</u>	<u>02/05/2020</u>
<u>TC Group VII, L.P., By: /s/ Jeremy W. Anderson, Authorized Person</u>	<u>02/05/2020</u>
<u>Carlyle Partners VII Holdings, L.P., By: /s/ Jeremy W. Anderson, Authorized Person</u>	<u>02/05/2020</u>
** 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 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.