

OMB APPROVAL	
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**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>Lockhart Kimber D</u>  (Last) (First) (Middle) C/O 1LIFE HEALTHCARE, INC. ONE EMBARCADERO CENTER, SUITE 1900  (Street) SAN FRANCISCO CA 94111  (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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2020</u>	
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	11/18/2020		M <sup>(1)</sup>		15,000	A	\$4.37	52,349	D	
Common Stock	11/18/2020		s <sup>(2)</sup>		15,000	D	\$33.4199 <sup>(3)</sup>	37,349	D	
Common Stock	11/20/2020		M <sup>(1)</sup>		15,000	A	\$4.37	52,349	D	
Common Stock	11/20/2020		s <sup>(2)</sup>		15,000	D	\$35	37,349	D	

**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
Stock Option (Right to Buy)	\$4.37	11/18/2020		M			15,000	(1)	09/30/2025	Common Stock	15,000	\$0.00	140,402	D	
Stock Option (Right to Buy)	\$4.37	11/20/2020		M			15,000	(1)	09/30/2025	Common Stock	15,000	\$0.00	125,402	D	

**Explanation of Responses:**

- The shares subject to the option vest as follows: 1/48th of the shares subject to the option vest monthly over four years commencing on the vesting commencement date, subject to reporting person's continuous service as of each such date.
- These trades were made pursuant to a Rule 10b5-1 trading plan with shares of common stock received upon concurrent exercises of stock options.
- This transaction was executed in multiple trades at prices ranging from \$33.09 to \$33.73. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

**Remarks:**

/s/ Matthew B. Hemington,  
Attorney-in-Fact for Kimber D. 11/20/2020  
Lockhart

\*\* 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.

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