

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 * OAK INVESTMENT PARTNERS XII L P (Last) (First) (Middle) 901 MAIN AVENUE, SUITE 600 (Street) NORWALK CT 06851 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol 1Life Healthcare Inc [ONEM]	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		9,519,276	A	(1)	9,703,306	I	See Footnote ⁽²⁾
Common Stock	02/04/2020		C		2,308,074	A	(1)	12,011,380	I	See Footnote ⁽²⁾

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 D Preferred Stock	(1)	02/04/2020		C		9,519,276		(1)	(1)	Common Stock	9,519,276	\$0.00	0	I	See Footnote ⁽²⁾
Series E Preferred Stock	(1)	02/04/2020		C		2,308,074		(1)	(1)	Common Stock	2,308,074	\$0.00	0	I	See Footnote ⁽²⁾
Warrant (Right to Buy)	\$6.5858	02/04/2020		C		10,837		(3)	10/05/2020	Series G Preferred Stock	10,837	\$0.00	0	I	See Footnote ⁽²⁾
Warrant (Right to Buy)	\$6.5858	02/04/2020		C		10,837		(3)	10/05/2020	Common Stock	10,837	\$0.00	10,837	I	See Footnote ⁽²⁾

Explanation of Responses:

- Each share of Issuer's Preferred Stock automatically converted into an equal number of shares of Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.
- Securities held by Oak Investment Partners XII, L.P., or Oak XII. Oak XII is managed by its general partner, Oak Associates XII, LLC, or Oak Associates XII. Ann H. Lamont, Bandel L. Carano, Edward F. Glassmeyer and Frederic W. Harman, collectively serve as Executive Managing Members of Oak Associates XII, or the Executive Managing Members. The Executive Managing Members have shared voting and investment control over all of the securities held by Oak XII. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership (as defined in Rule 16a-1(a)(2)) of the securities held by Oak XII, except to the extent of such person or entity's pecuniary interest in such securities.
- Shares subject to the warrant are immediately exercisable.

Remarks:

Oak Investment Partners XII, L.P. by: Oak Associates XII, LLC, its General Partner; and Oak Associates XII, LLC 02/04/2020

** 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.