

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Diamond Andrew S</u> (Last) (First) (Middle) C/O ILIFE HEALTHCARE, INC. ONE EMBARCADERO CENTER, SUITE 1900 (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ILife Healthcare Inc [ONEM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ Chief Medical Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2022</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	02/15/2022		M		1,777	A	(1)	110,751	D	
Common Stock	10/24/2022		M		22,251	A	\$12.16	133,002	D	
Common Stock	10/24/2022		M		45,000	A	\$6.54	178,002	D	
Common Stock	10/24/2022		M		46,875	A	\$4.36	224,877	D	
Common Stock	10/24/2022		M		70,085	A	\$11.56	294,962	D	
Common Stock	10/24/2022		s(2)		293,185	D	\$17.0804(3)	1,777	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
Restricted Stock Units	(1)	02/15/2022		M			1,777	(4)	(4)	Common Stock	1,777	\$0.00	5,329	D	
Stock Options (Right to buy)	\$12.16	10/24/2022		M			22,251	(5)	01/14/2032	Common Stock	22,251	\$0.00	96,420	D	
Stock Option (Right to Buy)	\$6.54	10/24/2022		M			45,000	(5)	11/16/2026	Common Stock	45,000	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$4.36	10/24/2022		M			46,875	(5)	02/14/2028	Common Stock	46,875	\$0.00	0.00	D	
Stock Option (Right to Buy)	\$11.56	10/24/2022		M			70,085	(5)	11/20/2026	Common Stock	70,085	\$0.00	26,032	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of the issuer's common stock. RSUs convert into the issuer's common stock on a one-for-one basis.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan and were conducted by the reporting person for tax and estate planning purposes. The reporting person has adopted Rule 10b5-1 plans in the past and has adopted this Rule 10b5-1 plan in the ordinary course. The trading plans and their parameters do not reflect the reporting person's views on the closing of the pending, previously announced, merger or the prospects of the Company's business after the closing.
- This transaction was executed in multiple trades at prices ranging from \$17.06 to \$17.10. 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.
- On 1/15/2021, the reporting person was granted 7,106 restricted stock units vesting in equal annual installments over four years on the anniversary of the vesting commencement date, subject to the reporting person's continuous service as of each such date.
- 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 the reporting person's continuous service as of each such date.

Remarks:

/s/ Ivy Tseng, Attorney-in-Fact 10/25/2022

for Andrew Diamond

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of BJORN B. THALER, LISA A. MANGO, MATTHEW B. HEMINGTON and IVY TSENG, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of 1Life Healthcare, Inc. (the "Company"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4 or 5 or Form ID (including any amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP. The undersigned hereby acknowledges that this Power of Attorney supersedes, revokes and terminates any power of attorney executed by the undersigned prior to the date hereof for the purposes listed above.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of Date: February 2, 2021.

/s/ Andrew Diamond
Andrew Diamond