

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 * DUNLEVIE BRUCE (Last) (First) (Middle) C/O BENCHMARK 2965 WOODSIDE ROAD (Street) WOODSIDE CA 94062 (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) <input checked="" type="checkbox"/> 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		5,749,630	A	(1)	5,936,630	I	See Footnote ⁽²⁾
Common Stock	02/04/2020		C		3,736,192	A	(1)	9,672,822	I	See Footnote ⁽²⁾
Common Stock	02/04/2020		C		3,046,168	A	(1)	12,718,990	I	See Footnote ⁽²⁾
Common Stock	02/04/2020		C		679,393	A	(1)	13,398,383	I	See Footnote ⁽²⁾
Common Stock	02/04/2020		C		220,217	A	(1)	13,618,600	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 B Preferred Stock	(1)	02/04/2020		C			5,749,630	(1)	(1)	Common Stock	5,749,630	\$0.00	0	I	See Footnote ⁽²⁾
Series C Preferred Stock	(1)	02/04/2020		C			3,736,192	(1)	(1)	Common Stock	3,736,192	\$0.00	0	I	See Footnote ⁽²⁾
Series D Preferred Stock	(1)	02/04/2020		C			3,046,168	(1)	(1)	Common Stock	3,046,168	\$0.00	0	I	See Footnote ⁽²⁾
Series E Preferred Stock	(1)	02/04/2020		C			679,393	(1)	(1)	Common Stock	679,393	\$0.00	0	I	See Footnote ⁽²⁾
Series G Preferred Stock	(1)	02/04/2020		C			220,217	(1)	(1)	Common Stock	220,217	\$0.00	0	I	See Footnote ⁽²⁾
Warrant (Right to Buy)	\$6.5858	02/04/2020		C			11,010	(3)	10/03/2020	Series G Preferred Stock	11,010	\$0.00	0	I	See Footnote ⁽²⁾
Warrant (Right to Buy)	\$6.5858	02/04/2020		C			11,010	(3)	10/03/2020	Common Stock	11,010	\$0.00	11,010	I	See Footnote ⁽²⁾

Explanation of Responses:

1. 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.
2. Securities held by Benchmark Capital Partners V, L.P. ("BCP V"), as nominee for BCP V, Benchmark Founders' Fund V, L.P. ("BFF V"), Benchmark Founders' Fund V-A, L.P. ("BFF V-A"), Benchmark Founders' Fund V-B, L.P. ("BFF V-B"), and related individuals. Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole voting and dispositive power over the securities. Bruce W. Dunlevie, a member of the Issuer's board of directors, Alexandre Balkanski, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of BCMC V, and each of them may be deemed to share voting and dispositive power over the securities held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such person or entity's pecuniary interest in such securities.
3. Shares subject to the warrant are immediately exercisable.

Remarks:

This report is one of three reports, each on a separate Form 4, but relating to the same holdings being filed by entities affiliated with Benchmark and their applicable members.

[/s/ Steven M. Spurlock, by
power of attorney for Bruce W. 02/04/2020
Dunlevie](#)

** 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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