

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

1LIFE HEALTHCARE, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

76-0707204

(I.R.S. Employer Identification No.)

**One Embarcadero Center, Suite 1900
San Francisco, CA 94111
(415) 814-0927**

(Address of principal executive offices) (Zip code)

**1Life Healthcare, Inc. 2020 Equity Incentive Plan
1Life Healthcare, Inc. 2020 Employee Stock Purchase Plan**
(Full titles of the plans)

**Amir Dan Rubin
Chair, Chief Executive Officer and President
1Life Healthcare, Inc.**

**One Embarcadero Center, Suite 1900
San Francisco, CA 94111
(415) 814-0927**

(Name, address and telephone number of agent for service)

**Copies to:
Matthew B. Hemington
John T. McKenna
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share				
– 2020 Equity Incentive Plan	5,378,897(2)	\$41.46(3)	\$223,009,070(3)	\$24,331
– 2020 Employee Stock Purchase Plan	2,017,086(2)	\$35.24(4)	\$71,082,111(4)	\$7,756
Total	7,395,983		\$294,091,181	\$32,087

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the Registrant’s 2020 Equity Incentive Plan and the Registrant’s 2020 Employee Stock Purchase Plan (the “*2020 ESPP*”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.
- (2) Represents additional shares of the Registrant’s common stock reserved for future issuance under the 2020 Equity Incentive Plan and the 2020 ESPP by reason of the automatic increase provisions therein.
- (3) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$41.46 per share of common stock, the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on March 10, 2021.
- (4) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$41.46 per share of common stock, the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on March 10, 2021, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2020 ESPP.

EXPLANATORY NOTE

1Life Healthcare, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering an additional (a) 5,378,897 shares of its common stock, par value \$0.001 per share (the “**Common Stock**”), issuable to eligible persons under the 2020 Equity Incentive Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s registration statement on Form S-8 filed on February 4, 2020 (File No. 333-236247) (the “**Prior Form S-8**”), and (b) 2,017,086 shares of Common Stock issuable to eligible persons under the 2020 Employee Stock Purchase Plan, which Common Stock is in addition to the shares of Common Stock registered on the Prior Form S-8.

PART I

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement on Form S-8 in accordance with Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”). The document(s) containing the information specified in Part I will be sent or given to the participants in the 2020 Equity Incentive Plan and the 2020 Employee Stock Purchase Plan pursuant to Rule 428(b)(1). Such document(s) are not being filed with the Securities and Exchange Commission (the “**SEC**”) as part of this Registration Statement on Form S-8 or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These document(s) and the documents incorporated by reference in this Registration Statement on Form S-8 pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated herein by reference in this Registration Statement on Form S-8.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by 1Life Healthcare, Inc. (the “**Registrant**”) with the SEC are incorporated by reference into this Registration Statement:

(a) The Registrant’s Annual Report on Form 10-K filed on March 17, 2021.

(b) The description of the Registrant’s Common Stock which is contained in a registration statement on Form 8-A filed on January 28, 2020 (File No. 001-39203) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including any amendment or report filed for the purpose of updating such description.

(c) All other reports and documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	001-39203	3.1	February 4, 2020
4.2	Amended and Restated Bylaws of the Registrant.	8-K	001-39203	3.2	February 4, 2020
4.3	Form of common stock certificate of the Registrant.	S-1	333-235792	4.1	January 21, 2020
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Cooley LLP (included in Exhibit 5.1).				
23.2*	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.				
24.1*	Power of Attorney (included on the signature page of this registration statement).				
99.1	2020 Equity Incentive Plan.	S-1	333-235792	10.6	January 21, 2020
99.2	Forms of Option Agreement, Stock Option Grant Notice and Notice of Exercise under the 2020 Equity Incentive Plan.	S-1	333-235792	10.7	January 21, 2020
99.3	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2020 Equity Incentive Plan.	S-1	333-235792	10.8	January 21, 2020
99.4	2020 Employee Stock Purchase Plan.	S-1	333-235792	10.9	January 21, 2020

* Filed herewith



Matthew B. Hemington
+1 650 843 5062
hemingtonmb@cooley.com

March 17, 2021

1Life Healthcare, Inc.
One Embarcadero Center, 19th Floor
San Francisco, CA 94111

Ladies and Gentlemen:

We have acted as counsel to 1Life Healthcare, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 7,395,983 shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share ("**Common Stock**"), consisting of (a) 5,378,897 shares of Common Stock issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**2020 EIP**"), and (b) 2,017,086 shares of Common Stock issuable pursuant to the Company's 2020 Employee Stock Purchase Plan (together with the 2020 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, (c) the Plans and (d) the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we have determined to be necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where due authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.



1Life Healthcare, Inc.
March 17, 2021
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Sincerely,

Cooley LLP

By: /s/ Matthew B. Hemington
Matthew B. Hemington

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of 1Life Healthcare, Inc. of our report dated March 17, 2021 relating to the financial statements, which appear in 1Life Healthcare, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP
San Francisco, California
March 17, 2021