

OMB APPROVAL	
OMB Number:	3235-0287
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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 * <u>J.P. Morgan Investment Management Inc.</u> (Last) (First) (Middle) <u>C/O J.P. MORGAN ASSET MANAGEMENT</u> <u>320 PARK AVENUE, 15TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2020</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	02/04/2020		C		5,383,180	A	(I)	5,383,180	I	See footnote ⁽²⁾
Common Stock	02/04/2020		C		343,607	A	(I)	343,607	I	See footnote ⁽³⁾

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 H Preferred Stock	(I)	02/04/2020		C		5,383,180	(I)	(I)	Common Stock	5,383,180	(I)	0	I	See footnote ⁽²⁾	
Series H Preferred Stock	(I)	02/04/2020		C		343,607	(I)	(I)	Common Stock	343,607	(I)	0	I	See footnote ⁽³⁾	

Explanation of Responses:

- The preferred stock is convertible into shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock") on a one-for-one basis and has no expiration date. Upon the closing of the Issuer's initial public offering, the shares automatically converted into shares of Common Stock on a one-for-one basis.
- Represents shares held by PEG Digital Growth Fund II L.P. ("DGF II"). J.P. Morgan Investment Management Inc. ("JPMIM") serves as investment adviser to DGF II. JPMIM disclaims beneficial ownership of the shares held by DGF II and disclaims pecuniary interest in such shares except to the extent of its economic interest.
- Represents shares held by AARP Innovation Fund L.P. ("AARP Fund"). JPMIM serves as investment adviser to AARP Fund. JPMIM disclaims beneficial ownership of the shares held by AARP Fund and disclaims pecuniary interest in such shares except to the extent of its economic interest.

Remarks:

/s/ Tyler Jayroe, J.P. Morgan Investment Management Inc.,
By: Tyler Jayroe, Executive Director 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.