

OMB APPROVAL	
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**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 1LIFE HEALTHCARE, INC. ONE EMBARCADERO CENTER, SUITE 1900  (Street) SAN FRANCISCO CA 94111  (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 _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Medical Officer Other (specify below) _____
	3. Date of Earliest Transaction (Month/Day/Year) 11/19/2021	
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				

**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
Stock Options (Right to buy)	\$19.81	11/19/2021		A		74,702		(1)	11/18/2031	Common Stock	74,702	\$0.00	74,702	D	
Restricted Stock Units	(2)	11/19/2021		A		34,169		(3)	(3)	Common Stock	34,169	\$0.00	34,169	D	

**Explanation of Responses:**

- The shares subject to the option vest as follows: Options vest monthly over three years, with 25% of the shares subject to the option vesting on each of the first and second anniversaries of the vesting commencement date and 50% of the shares subject to the option vesting on the third anniversary of the vesting commencement date, subject to the reporting person's continuous service as of each such date.
- Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- The restricted stock units will vest annually over three years, with 25% of the restricted stock units vesting on each of the first and second anniversaries of the vesting commencement date and 50% of the restricted stock units vesting on the third anniversary of the vesting commencement date, subject to the reporting person's continuous service as of each such date.

**Remarks:**

/s/ Ivy Tseng, Attorney-in-Fact for Andrew Diamond 11/23/2021

\*\* 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.