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

**FORM S-1
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)

8011
(Primary Standard Industrial
Classification Code Number)

76-0707204
(I.R.S. Employer
Identification Number)

**One Embarcadero Center, Suite 1900
San Francisco, CA 94111
(415) 658-6792**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Amir Dan Rubin
Chair, Chief Executive Officer and President
1Life Healthcare, Inc.
One Embarcadero Center, Suite 1900
San Francisco, CA 94111
(415) 658-6792

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Matthew B. Hemington
John T. McKenna
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000

Lisa A. Mango
General Counsel
1Life Healthcare, Inc.
One Embarcadero Center, Suite 1900
San Francisco, CA 94111
(415) 658-6792

Alan F. Denenberg
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
(650) 752-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-239347)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth 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. (Check one):

Large accelerated filer

Accelerated filer

Non-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 Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽³⁾	Amount of Registration Fee ⁽³⁾
Common Stock, par value \$0.001 per share	1,495,000	\$31.00	\$46,345,000	\$6,016

- (1) Includes 195,000 shares that the underwriters have the option to purchase.
- (2) The Registrant is registering 1,495,000 shares pursuant to this Registration Statement, which shares are in addition to the 8,050,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-239347) which was declared effective by the Securities and Exchange Commission on June 24, 2020.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum offering price per share.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, 1Life Healthcare, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-239347) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on June 22, 2020, and which the Commission declared effective on June 24, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the selling stockholders named in the Prior Registration Statement (the “**Selling Stockholders**”) by 1,495,000 shares, 195,000 of which may be sold by the Selling Stockholders in the event the underwriters exercise their option to purchase additional shares of the Registrant’s common stock. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index below and filed herewith.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on Form S-1 (File No. 333-239347) filed on June 22, 2020).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on June 24, 2020.

1LIFE HEALTHCARE, INC.

By: /s/ Amir Dan Rubin
Amir Dan Rubin
Chair, President and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Amir Dan Rubin</u> Amir Dan Rubin	Chair, Chief Executive Officer and President (Principal Executive Officer)	June 24, 2020
<u>/s/ Bjorn B. Thaler</u> Bjorn B. Thaler	Chief Financial Officer (Principal Financial and Accounting Officer)	June 24, 2020
<u>*</u> Paul R. Auvil	Director	June 24, 2020
<u>*</u> Mark S. Blumenkranz, M.D.	Director	June 24, 2020
<u>*</u> Bruce W. Dunlevie	Director	June 24, 2020
<u>*</u> Kalen F. Holmes, Ph.D.	Director	June 24, 2020
<u>*</u> David P. Kennedy	Director	June 24, 2020
<u>*</u> Freda Lewis-Hall, M.D.	Director	June 24, 2020
<u>*</u> Robert R. Schmidt	Director	June 24, 2020
<u>*</u> David B. Singer	Director	June 24, 2020

*By: /s/ Bjorn B. Thaler
Bjorn B. Thaler
Attorney-in-Fact



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

June 24, 2020

1Life Healthcare, Inc.
One Embarcadero Center, Suite 1900
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 by the Company of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 1,495,000 shares of the Company's common stock, par value \$0.001 per share (the "**Shares**"). The Registration Statement incorporates by reference the registration statement on Form S-1 (File No. 333-239347), which was declared effective on June 24, 2020 (the "**Initial Registration Statement**"), including the prospectus which forms a part of the Initial Registration Statement (the "**Prospectus**")

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Initial Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect and (c) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are 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, 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 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 have been validly issued and are fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Initial Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

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



1Life Healthcare, Inc.

June 24, 2020

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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 this Registration Statement on Form S-1 of our report dated March 27, 2020 relating to the financial statements, which appears in the Registration Statement on Form S-1 (No. 333-239347) of 1Life Healthcare, Inc. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form S-1 (No. 333-239347) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Francisco, California
June 24, 2020