

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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>Flynn James E</u> <hr/> (Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DFP HEALTHCARE ACQUISITIONS CORP. [ DFPH ]</u>	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) <input checked="" type="checkbox"/> Other (specify below) Director by Deputization
	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2020	
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			
Class A common stock	03/13/2020		j <sup>(1)</sup>		2,500,000	A	\$10	2,500,000	I	Through Deerfield Partners, L.P. <sup>(3)(4)</sup>
Class A common stock	03/13/2020		j <sup>(2)</sup>		2,500,000	A	\$10	2,500,000	I	Through Deerfield Private Design Fund IV, L.P. <sup>(3)(4)</sup>

**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					

1. Name and Address of Reporting Person\*  
Flynn James E  


---

 (Last) (First) (Middle)  
 780 THIRD AVENUE, 37TH FLOOR  


---

 (Street)  
 NEW YORK NY 10017  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Deerfield Mgmt IV, L.P.  


---

 (Last) (First) (Middle)  
 780 THIRD AVENUE, 37TH FLOOR  


---

 (Street)  
 NEW YORK NY 10017  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C)

---

(Last) (First) (Middle)  
 780 THIRD AVENUE, 37TH FLOOR

---

(Street)  
 NEW YORK NY 10017

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Deerfield Private Design Fund IV, L.P.

---

(Last) (First) (Middle)  
 780 THIRD AVENUE 37TH FLOOR

---

(Street)  
 NEW YORK NY 10017

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Deerfield Mgmt L.P.

---

(Last) (First) (Middle)  
 780 THIRD AVENUE  
 37TH FLOOR

---

(Street)  
 NEW YORK NY 10017

---

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
DEERFIELD PARTNERS, L.P.

---

(Last) (First) (Middle)  
 780 THIRD AVENUE  
 37TH FLOOR

---

(Street)  
 NEW YORK NY 10017

---

(City) (State) (Zip)

**Explanation of Responses:**

- The reported shares are included within 2,500,000 units purchased by Deerfield Partners, L.P. ("Deerfield Management") for \$10.00 per unit in the Issuer's initial public offering. Each such unit consists of one share of Class A common stock and one-fourth of one redeemable warrant.
- The reported shares are included within 2,500,000 units purchased by Deerfield Private Design Fund IV, L.P. ("Deerfield Private Design Fund IV") for \$10.00 per unit in the Issuer's initial public offering. Each such unit consists of one share of Class A common stock and one-fourth of one redeemable warrant.
- This Form 4 is being filed by the parties listed on the Joint Filer Information Statement attached as an exhibit hereto. Deerfield Mgmt, L.P. is the general partner of Deerfield Partners, L.P. ("Deerfield Partners" and, together with Deerfield Private Design Fund IV, the "Funds"). Deerfield Mgmt IV, L.P. is the general partner of Deerfield Private Design Fund IV. Deerfield Management is the investment manager of Deerfield Partners, L.P. and Deerfield Private Design Fund IV. James E. Flynn is the sole member of the general partner of each of Deerfield Management, Deerfield Mgmt, L.P. and Deerfield Mgmt IV, L.P.
- In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

**Remarks:**

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to Proteon Therapeutics, Inc. filed with the Securities and Exchange Commission on August 4, 2017 by Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P., Deerfield International Master Fund, L.P., Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Management Company, L.P., and James E. Flynn.

/s/ Jonathan Isler, Attorney-in-Fact 03/17/2020

\*\* 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.

Joint Filer Information

Name: Deerfield Partners, L.P., Deerfield Mgmt, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Mgmt IV, L.P.,  
Deerfield Management Company, L.P.

Address: 780 Third Avenue, 37th Floor  
New York, NY 10017

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: DFP Healthcare Acquisitions Corp. [DFPH]

Date of Event Requiring Statement: March 13, 2020

The undersigned, Deerfield Mgmt IV, L.P., Deerfield Management Company, L.P., Deerfield Private Design Fund IV, L.P.,  
Deerfield Mgmt, L.P. and Deerfield Partners, L.P. are jointly filing the attached Statement of Changes in Beneficial Ownership  
on Form 4 with James E. Flynn with respect to the beneficial ownership of securities of DFP Healthcare Acquisitions Corp.

Signatures:

DEERFIELD MGMT IV, L.P.

By: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN FUND IV, L.P.

By: Deerfield Mgmt IV, L.P., General Partner

By: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT, L.P.

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler  
Jonathan Isler, Attorney-In-Fact