

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>Flynn James E</u>			2. Issuer Name and Ticker or Trading Symbol <u>Oncology Institute, Inc. [DFPH]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Possible Members of 10% Group</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
<u>345 PARK AVENUE SOUTH, 12TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>NEW YORK</u>	<u>NY</u>	<u>10010</u>						
(City)	(State)	(Zip)						

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	11/12/2021		C ⁽¹⁾		40	A	(1)	40	I	Through DFP Sponsor, LLC ⁽²⁾⁽³⁾
Class A Common Stock	11/12/2021		C ⁽¹⁾		85,113	A	(1)	85,113	I	Through Deerfield Management Company, L.P. ⁽²⁾⁽³⁾⁽⁴⁾
Class A Common Stock								1,605,477	I	Through Deerfield Partners, L.P. ⁽²⁾⁽³⁾
Class A Common Stock								1,605,477	I	Through Deerfield Private Design Fund IV, L.P. ⁽²⁾⁽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 A Common Stock Equivalent Convertible Preferred Stock	(5)	11/12/2021		P		50,000		(5)	(5)	Class A Common Stock	5,000,000	\$1,000	58,945	I	Through Deerfield Partners, L.P. ⁽²⁾⁽³⁾
Series A Common Stock Equivalent Convertible Preferred Stock	(5)	11/12/2021		P		50,000		(5)	(5)	Class A Common Stock	5,000,000	\$1,000	58,945	I	Through Deerfield Private Design Fund IV, L.P. ⁽²⁾⁽³⁾
Series A Common Stock Equivalent Convertible Preferred Stock	(5)							(5)	(5)	Class A Common Stock	4,562,000		45,620	I	Through DFP Sponsor, LLC ⁽²⁾⁽³⁾
Class B Common Stock	(6)	11/12/2021		J ⁽⁷⁾			707,960	(6)	(6)	Class A Common Stock	707,960	\$0.00	40	I	Through DFP Sponsor, LLC ⁽²⁾⁽³⁾
Class B Common Stock	(6)	11/12/2021		J ⁽⁷⁾			14,887	(6)	(6)	Class A Common Stock	14,887	\$0.00	85,113	I	Through Deerfield Management Company, L.P. ⁽²⁾⁽³⁾⁽⁴⁾
Class B Common Stock	(6)	11/12/2021		C ⁽¹⁾			40	(6)	(6)	Class A Common Stock	40	\$0.00	0	I	Through DFP Sponsor, LLC ⁽²⁾⁽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				
Class B Common Stock	(6)	11/12/2021		C ⁽¹⁾			85,113	(6)	(6)	Class A Common Stock	85,113	\$0.00	0	I	Through Deerfield Management Company, L.P. ⁽²⁾⁽³⁾⁽⁴⁾
Private Placement Warrants	\$11.5	11/12/2021		J ⁽⁸⁾		3,177,543		12/12/2021	11/12/2026	Class A Common Stock	3,177,543 ⁽⁸⁾	(8)	3,177,543 ⁽⁸⁾	I	Through DFP Sponsor, LLC ⁽²⁾⁽³⁾
Public Warrants	\$11.5	11/12/2021		J ⁽⁹⁾		625,000		12/12/2021	11/12/2026	Class A Common Stock	625,000 ⁽⁹⁾	(9)	625,000 ⁽⁹⁾	I	Through Deerfield Partners, L.P. ⁽²⁾⁽³⁾
Public Warrants	\$11.5	11/12/2021		J ⁽⁹⁾		625,000		12/12/2021	11/12/2026	Class A Common Stock	625,000 ⁽⁹⁾	(9)	625,000 ⁽⁹⁾	I	Through Deerfield Private Design Fund IV, L.P. ⁽²⁾⁽³⁾

1. Name and Address of Reporting Person*

[Flynn James E](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Mgmt L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DEERFIELD PARTNERS, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DEERFIELD MANAGEMENT COMPANY, L.P. \(SERIES C\)](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Mgmt IV, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH, 12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Deerfield Private Design Fund IV, L.P.		
(Last)	(First)	(Middle)
345 PARK AVENUE SOUTH, 12TH FLOOR		
(Street)		
NEW YORK	NY	10010
(City)		
(State)	(Zip)	

Explanation of Responses:

- Upon the closing of the Issuer's initial business combination, each share of Class B Common Stock converted (automatically in accordance with its terms) into one share of Class A Common Stock for no consideration.
- This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt, L.P. is the general partner of Deerfield Partners, L.P. ("Deerfield Partners"). Deerfield Mgmt IV, L.P. is the general partner of Deerfield Private Design Fund IV, L.P. ("Fund IV" and, together with Deerfield Partners, the "Funds"). Deerfield Management Company, L.P. ("Deerfield Management") is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt IV, L.P., Deerfield Mgmt, L.P. and Deerfield Management Company, L.P. Each Fund holds a 37% membership interest in DFP Sponsor, LLC (the "Sponsor").
- In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Funds, the Sponsor and Deerfield Management 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.
- Steven Hochberg, a partner in Deerfield Management, served as a director and the chief executive officer of the Issuer until his resignation from such positions on November 12, 2021 (prior to the vote of the Issuer's stockholders in respect of the consummation of the Issuer's initial business combination and prior to the transactions reported herein). The Class A Common Stock owned by Steven Hochberg and reported herein is held for the benefit, and at the direction, of Deerfield Management.
- Each share of Series A Common Stock Equivalent Convertible Preferred Stock ("Common Equivalent Preferred Stock") is convertible into 100 shares of Class A Common Stock (subject to adjustment) at any time and from time to time at the election of the holder thereof. The Common Equivalent Preferred Stock has no expiration date. The terms of the Common Equivalent Preferred Stock restrict the conversion of such shares to the extent that, upon such conversion, the number of shares of Class A Common Stock then beneficially owned by the holder and its affiliates and any other person or entities with which such holder would constitute a Section 13(d) "group" would exceed 4.9% of the total number of shares of Class A Common Stock then outstanding.
- The shares of Class B Common Stock were convertible into shares of the Issuer's Class A Common Stock as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-236578) and had no expiration date.
- In connection with, and immediately prior to, the closing of the Issuer's initial business combination, pursuant to the Stockholder Support Agreement, dated as of June 28, 2021, DFP Sponsor, LLC (the "Sponsor") forfeited 707,960 shares of Class B Common Stock and Steven Hochberg forfeited 14,887 shares of Class B Common Stock for no consideration.
- The Sponsor acquired the Private Placement Warrants from the Issuer in connection with the Issuer's initial public offering on March 13, 2020. As a result of the closing of the Business Combination, the Private Placement Warrants will become exercisable as of the date that is 30 days after the closing of the Issuer's initial business combination (i.e., November 12, 2021). The Private Placement Warrants will expire on November 12, 2026 or earlier upon redemption or liquidation. Prior to the closing of the Issuer's initial business combination, the Sponsor elected to be governed by a Maximum Percentage (as defined in the Private Placement Warrants) of 4.9%.
- Each Fund acquired the Public Warrants from the Issuer in connection with the Issuer's initial public offering on March 13, 2020. As a result of the closing of the Issuer's initial business combination, the Public Warrants will become exercisable as of the date that is 30 days after the closing of the Issuer's initial business combination (i.e., November 12, 2021). The Public Warrants will expire on November 12, 2026 or earlier upon redemption or liquidation. Prior to the closing of the Issuer's initial business combination, each fund elected to be governed by a Maximum Percentage (as defined in the Public Warrants) of 4.9%.

Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 4 with regard to DA32 Life Science Tech Acquisition Corp. filed with the Securities and Exchange Commission on August 3, 2021 by Deerfield Partners, L.P., Deerfield Mgmt, L.P., Deerfield Management Company, L.P. and James E. Flynn

/s/ Jonathan Isler, Attorney-in-Fact 11/16/2021

** 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.

Joint Filer Information

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

Address: 345 Park Avenue South, 12th Floor
New York, NY 10010

Designated Filer: James E. Flynn

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

Date of Event Requiring Statement: November 12, 2021

The undersigned, Deerfield Mgmt IV, L.P., Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Private Design Fund IV, 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, L.P.
By: J.E. Flynn Capital, LLC, General Partner

DEERFIELD MGMT IV, L.P.
By: J.E. Flynn Capital IV, LLC, General Partner

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

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

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

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