

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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. Date of Event Requiring Statement (Month/Day/Year) 03/10/2020	3. Issuer Name and Ticker or Trading Symbol <u>DFP HEALTHCARE ACQUISITIONS CORP. [DFPH]</u>	
		4. 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	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B common Stock	(1)	(1)	Class A common stock	5,360,000	(1)	I	Through DFP Sponsor, LLC ⁽²⁾ (4)
Class B common Stock	(1)	(1)	Class A common stock	100,000	(1)	I	Through Deerfield Management Company, L.P. ⁽³⁾ (4)

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)
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1. Name and Address of Reporting Person* <u>Deerfield Mgmt IV, L.P.</u> <hr/> (Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>DEERFIELD MANAGEMENT COMPANY, L.P. (SERIES C)</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE, 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>Deerfield Private Design Fund IV, L.P.</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>Deerfield Mgmt L.P.</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<u>DEERFIELD PARTNERS, L.P.</u>		
(Last)	(First)	(Middle)
780 THIRD AVENUE 37TH FLOOR		
(Street)		
NEW YORK	NY	10017
(City)	(State)	(Zip)

Explanation of Responses:

- The shares of Class B common stock are 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) (the "Registration Statement") and have no expiration date. The shares of Class B common stock reported herein include up to 750,000 shares of Class B common stock subject to forfeiture to the Issuer depending on the extent to which the underwriters' over-allotment option is exercised in connection with the Issuer's initial public offering of units, as described in the Registration Statement.
- This Form 3 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"). Each of Deerfield Partners, L.P. ("Deerfield Partners") and Deerfield Private Design Fund IV, L.P. ("Deerfield Private Design Fund IV" and together with Deerfield Partners, the "Funds") holds a 37% membership interest in DFP Sponsor, LLC ("DFP Sponsor"). Deerfield Mgmt, L.P. is the general partner of Deerfield Partners. Deerfield Mgmt IV, L.P. is the general partner of Deerfield Private Design Fund IV. 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 Management, Deerfield Mgmt, L.P. and Deerfield Mgmt IV, L.P.
- Steven Hochberg, a partner in Deerfield Management, serves as a director and the chief executive officer of the Issuer. The Class B common stock owned by Steven Hochberg and reported herein is held for the benefit, and at the direction, of Deerfield Management.
- In accordance with Instruction 5(b)(iv) to Form 3, the entire amount of the Issuer's securities held by DFP Sponsor or for the benefit of Deerfield Management, as applicable, 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:

Steven Hochberg, a partner in Deerfield Management Company, serves as a director (and the chief executive officer) of the Issuer. 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

/s/ Jonathan Isler,
Attorney-in-Fact

03/10/2020

** 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 5 (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 10, 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 Initial Statement of Beneficial Ownership on Form 3 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