

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

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

OMB APPROVAL
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SEC USE ONLY
DOCUMENT SEQUENCE NO.
CUSIP NUMBER

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker*

1 (a) NAME OF ISSUER American Well Corporation				(b) IRS IDENT. NO. 20-5009396		(c) S.E.C. FILE NO. 001-39515		WORK LOCATION	
1 (d) ADDRESS OF ISSUER 75 State Street, 26th Floor		STREET		CITY Boston		STATE MA		ZIP CODE 02109	
								(e) TELEPHONE NO.	
								617 2043500	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Roy Schoenberg			(b) RELATIONSHIP TO ISSUER Affiliate		(c) ADDRESS c/o 75 State Street, 26th Floor			CITY STATE ZIP CODE Boston, MA 02109	

INSTRUCTION: The person filing this notice should contact the issuer to obtain the IRS Identification Number and the SEC File Number.

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i>	Aggregate Market Value <i>(See instr. 3(d))</i>	Number of Shares or Other Units Outstanding <i>(See Instr. 3(e))</i>	Approximate Date of Sale <i>(See instr. 3(f)) (MO. DAY YR.)</i>	Name of Each Securities Exchange <i>(See instr. 3(g))</i>
COMMON	Morgan Stanley Smith Barney LLC 1 New York Plaza, 38th Floor New York, NY 10004		7,411	\$28,787	242,463,684	2/1/23	NYSE

INSTRUCTIONS:

1. (a) Name of issuer
 - (b) Issuer's I.R.S. Identification Number
 - (c) Issuer's S.E.C. file number, if any
 - (d) Issuer's address, including zip code
 - (e) Issuer's telephone number, including area code
 2. (a) Name of person for whose account the securities are to be sold
 - (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder or member of immediate family of any of the foregoing)
 - (c) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - (f) Approximate date on which the securities are to be sold
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

TABLE I — SECURITIES TO BE SOLD

Provide the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Form of Issue	Date of Issuance	Name of Issuing Company	Name of Person to Whom Sold	Amount or Number	Date of Payment	Source of Proceeds
Common	2/1/23	Restricted Stock	American Well Corporation	7,411	N/A	N/A

INSTRUCTIONS:

If any securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the notes to this form the nature of the consideration given. If the consideration consisted of any other securities, or if payment was made in installments, describe the securities and state when the cash or other consideration was received in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Provide the following information as to all securities of the issuer sold during the past 3 months by the person for whom answers for securities are to be sold:

Name and Address of Seller	Date of Securities Sold	Date of Sale	Amount or Number Sold	Book Proceeds
Roy Schoenberg c/o 75 State Street, 26th Floor Boston, MA 02109	Restricted Stock Restricted Stock	11/1/22 12/21/22	9,325 125,696	\$37,229 \$406,275

00750-000-00

INSTRUCTIONS:

Use the definition of "person" in paragraph (c) of Rule 144. Information as to the person to whom the securities are sold should be sold but also as to all other persons involved in that definition. In addition, information shall be given as to sales to all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this report.

ATTENTION:

The person filing this report certifies the securities to which this report relates are to be sold hereafter, respectively by signing this report that he does not know any material information in respect to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions in writing, Rule 10b5-1 of the Securities Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the date adoption of the trading plan or instruction given.

02/01/2023

N/A

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).