

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>DIAC Sponsor LLC</u> (Last) (First) (Middle) <u>ONE CITY CENTRE</u> <u>1021 MAIN STREET, SUITE 1960</u> (Street) <u>HOUSTON TX 77002</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/10/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Delwinds Insurance Acquisition Corp. [DWIN.U]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ☒ 10% Owner Officer (give title below) Other (specify below) 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person 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)
--	--	---	--

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			
<u>Class B Common Stock</u>	(1)	(1)	<u>Class A Common Stock</u>	<u>5,031,250⁽²⁾</u> (3)	(1)	<u>D</u>	

Explanation of Responses:

1. As described in the registrant's registration statement on Form S-1 (File No. 333-248753) (the "Registration Statement") under the heading "Description of Securities--Founder Shares and Placement Shares," the shares of Class B common stock, par value \$0.0001 per share, will automatically convert into shares of Class A common stock, par value \$0.0001 per share, at the time of the registrant's initial business combination, on a one-for-one basis, subject to certain adjustments described therein and have no expiration date.
2. These shares represent Class B common stock held by DIAC Sponsor LLC (the "Sponsor") acquired pursuant to a subscription agreement by and between the Sponsor and the registrant. The Class B common stock owned by the Sponsor includes up to 656,250 shares that are subject to forfeiture in the event the underwriters of the registrant's initial public offering do not exercise their over-allotment option in full as described in the Registration Statement.
3. Andrew J. Poole, Chairman and Chief Executive Officer of the issuer, is the managing member of the Sponsor and has voting and investment discretion with respect to the securities held by the Sponsor. As such, Mr. Poole may be deemed to share beneficial ownership of the shares of Class B common stock held directly by the Sponsor. Mr. Poole disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest he may have therein, directly or indirectly.

/s/ Andrew J. Poole, Managing Member

12/10/2020

** 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.