

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 12, 2022

Delwinds Insurance Acquisition Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39783
(Commission File Number)

85-1050265
(IRS Employer
Identification No.)

One City Centre
1021 Main Street, Suite 1960
Houston, TX 77002
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(713) 337-4077**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A Common Stock and one-half of one Redeemable Warrant	DWIN.U	The New York Stock Exchange
Class A Common Stock, par value \$0.0001 per share	DWIN	The New York Stock Exchange
Redeemable Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50	DWIN.WS	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On September 13, 2022, Delwinds Insurance Acquisition Corp. (“Delwinds”) issued a press release announcing that as of 5:00 p.m. Eastern Time on September 12, 2022, the deadline for holders of Delwinds Class A common stock (“Public Shares”) to submit to Delwinds requests to redeem Public Shares in accordance with the instructions provided to stockholders in Delwinds’ definitive proxy statement contained in Delwinds’ Registration Statement on Form S-4 previously filed with, and declared effective by, the Securities and Exchange Commission related to Delwinds’ previously-announced business combination with Foxo Technologies Inc. (the “Business Combination”), Delwinds has received requests to redeem a total of 10,991,407 Public Shares, which requests may be withdrawn at any time prior to the consummation of Business Combination, or such other time and date as the board of directors of Delwinds may determine to be the deadline for accepting withdrawals of requests to redeem Public Shares.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

Exhibit No.	Description of Exhibits
99.1	Press Release, dated September 13, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 13, 2022

DELWINDS INSURANCE ACQUISITION CORP.

By: /s/ Andrew Poole

Name: Andrew Poole

Title: Chief Executive Officer



One City Centre
1021 Main Street, Suite 1960
Houston, TX 77002
Telephone: (713) 337-4077

Delwinds Insurance Acquisition Corp. Announces Requests to Redeem Public Shares

Houston, TX, September 13, 2022 – Delwinds Insurance Acquisition Corp. (“DWIN” or the “Company”) (NYSE: DWIN), a publicly traded special purpose acquisition company, announced today that, as of 5:00 pm Eastern Time on September 12, 2022 (the “Redemption Deadline”), Delwinds has received requests to redeem a total of 10,991,407 DWIN public shares, which requests may be withdrawn at any time prior to the consummation of the previously announced business combination (the “Business Combination”) between DWIN and FOXO Technologies Inc. (“FOXO”), or such other date as the Board of Directors of DWIN (the “DWIN Board”) may determine to be the deadline for accepting withdrawals of such redemption requests. If all of the redemption requests received by DWIN as of the Redemption Deadline are satisfied by DWIN, 10,991,407 of the outstanding public shares of DWIN, representing 99.5% of the total public shares of DWIN outstanding prior to the Redemption Deadline, would be redeemed.

DWIN will hold a Special Meeting of Stockholders (“Special Meeting”) on September 14, 2022, at 9:00 am Eastern Time, to approve the Business Combination and the other proposals set forth in the definitive proxy statement included in the Registration Statement on Form S-4 related to the Business Combination filed with, and declared effective by, the Securities and Exchange Commission (the “SEC”). DWIN has established August 19, 2022, as the record date for such meeting (“Record Date”). DWIN stockholders of record at the close of business on the Record Date are entitled to vote the shares of common stock of DWIN owned by them at the Special Meeting. Approval of the Business Combination by the DWIN stockholders is among the conditions to be satisfied prior to the consummation of the Business Combination (currently expected to occur soon after the Special Meeting, provided the conditions to closing are satisfied or, as applicable, waived).

DWIN has also scheduled an additional Special Meeting of Stockholders (“Extension Meeting”) on September 14, 2022, at 10:00 am Eastern Time. At the Extension Meeting, stockholders of DWIN will be asked to consider and vote upon a proposal to amend the amended and restated certificate of incorporation of DWIN (the “Charter”) to extend the date (the “Extension”) by which DWIN is required to consummate its initial business combination from September 15, 2022, until December 15, 2022. The Extension is being sought to provide additional time, if necessary, for DWIN to complete its initial business combination.

DWIN encourages all shareholders to vote on the proposal(s) for both the Special Meeting and the Extension Meeting.

DWIN stockholders who need assistance in completing the proxy card, need additional copies of the definitive proxy statement/prospectus, or have questions regarding the Special Meeting or Extension Meeting may contact DWIN’s proxy solicitor, Saratoga Proxy Consulting, by calling (888) 368-0379, or by email at info@saratogaproxy.com.

About Delwinds Insurance Acquisition Corp.

Delwinds is a special purpose blank check company formed to effectuate a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Delwinds’ Chairman and Chief Executive Officer is Andrew J. Poole. For more information on Delwinds, visit www.delwinds.com.

About FOXO Technologies Inc.

FOXO is a technology company aiming to make longevity science fundamental to life insurance. By applying epigenetic science and AI to commercialize saliva-based biomarkers, FOXO plans to simplify the consumer underwriting journey and enhance the consumer value proposition. FOXO’s platform will modernize the life industry with saliva-based underwriting technology and consumer engagement services. FOXO is the parent company of the FOXO Life Insurance Company. For more information about FOXO, visit www.foxotechnologies.com.

Important Information and Where to Find It

Delwinds filed with the SEC a Registration Statement on Form S-4, (as amended, the “Registration Statement”), which contains information about the proposed Business Combination and the respective businesses of FOXO and Delwinds. Delwinds has mailed a final prospectus and definitive proxy statement and other relevant documents to its stockholders. This communication is not a substitute for the Registration Statement, the definitive proxy statement/final prospectus or any other document that Delwinds has sent to its stockholders in connection with the Business Combination. The information filed by Delwinds contains substantially more information about FOXO than is being furnished with this communication and may contain information that an investor will consider important in making a decision regarding an investment in Delwinds securities. Delwinds stockholders are urged to read the final prospectus and definitive in connection with the solicitation of proxies for the special meeting to be held to approve the proposed transaction, because these documents contain important information about Delwinds, FOXO and the proposed transaction. Stockholders of Delwinds are also able to obtain a free copy of the proxy statement, as well as other filings containing information about Delwinds, without charge, at the SEC’s website (www.sec.gov) or by calling 1-800-SEC-0330. Copies of the proxy statement and Delwinds’ other filings with the SEC can also be obtained, without charge, at Delwinds’ website at www.delwinds.com/investors or upon written request to One City Centre, 1021 Main Street, Suite 1960, Houston, TX 77002.

Participants In the Solicitation

FOXO and Delwinds and their respective directors and officers and other members of management and employees may be deemed participants in the solicitation of proxies in connection with the proposed business combination. Delwinds stockholders and other interested persons may obtain, without charge, more detailed information regarding directors and officers of Delwinds in the Registration Statement. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies from Delwinds’ stockholders in connection with the proposed business combination is included in the definitive proxy statement/prospectus that Delwinds has filed with the SEC.

Forward-Looking Statements

This press release contains statements that constitute “forward-looking statements,” within the meaning of the federal securities laws including statements regarding the expected outcome of the Special Meeting to approve the Business Combination between Delwinds and FOXO, the anticipated consummation date of the Business Combination, the expected listing of the combined company’s stock on the New York Stock Exchange, and the future performance and market opportunities of the combined company. Actual results and performance could differ materially and adversely from those expressed or implied in forward-looking statements. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of Delwinds and FOXO, including those set forth in the Risk Factors section of Delwinds’ registration statement and preliminary prospectus for the offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. Delwinds and FOXO do not undertake any obligation to update these statements for revisions or changes after the date of this release, except as required by law. Neither Delwinds nor FOXO gives any assurance that either Delwinds or FOXO, or the combined company, will achieve its expectations.

No Offer or Solicitation

This press release shall not constitute a solicitation of a proxy, consent, or authorization with respect to any securities or in respect of the proposed business combination. This press release shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or an exemption therefrom.

Contact:

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