

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

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Delwinds Insurance Acquisition Corp.*
(Exact Name of Registrant as Specified in Its Charter)
*to be renamed "FOXO Technologies Inc."

Delaware
(State of Incorporation or Organization)

85-1050265
(I.R.S. Employer Identification No.)

One City Centre
1021 Main Street, Suite 1960
Houston, TX
(Address of Principal Executive Offices)

77002
(Zip Code)

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

Title of Each Class
to be Registered

Name of Each Exchange on Which
Each Class is to be Registered

Class A Common Stock, par value \$0.0001 per share

NYSE American

Redeemable Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price
of \$11.50

NYSE American

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check
the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check
the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act Registration Statement or Regulation A offering statement file number to which this form relates: 333- 264216 (if applicable)

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

N/A
(Title of Class)

EXPLANATORY NOTE

This Amendment to Form 8-A is being filed solely to clarify that the securities to be registered hereby are the Class A common stock and warrants to purchase shares of Class A common stock of Delwinds Insurance Acquisition Corp. (to be renamed “FOXO Technologies Inc.”, the “**Company**”).

Item 1. Description of Registrant’s Securities to be Registered.

The securities to be registered hereby are the Class A common stock and warrants to purchase shares of Class A common stock of the Company. The description of the Class A common stock and warrants contained in the section entitled “Description of Securities” in the prospectus included in the Company’s Registration Statement on Form S-4 (File No. 333- 264216) filed with the U.S. Securities and Exchange Commission on April 8, 2022, as amended from time to time (the “**Registration Statement**”), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is also incorporated by reference herein.

Item 2. Exhibits.

The following exhibits have been filed as exhibits to the Registration Statement, as amended, and are incorporated herein by reference:

Exhibit No.	Description
3.1	<u>Amended and Restated Certificate of Incorporation of Delwinds (incorporated by reference to the Company’s Current Report on Form 8-K filed on December 16, 2020).</u>
3.2	<u>Amendment to Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on June 7, 2022).</u>
3.3	<u>Second Amendment to Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on September 14, 2022).</u>
3.4	<u>Bylaws of Delwinds, as currently in effect (incorporated by reference to the Company’s Form S-1 filed on September 11, 2020, as amended).</u>
4.1	<u>Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Company’s Registration Statement on Form S-1/A (File No. 333-248753), filed with the Securities and Exchange Commission on September 22, 2020).</u>
4.2	<u>Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to the Company’s Registration Statement on Form S-1/A (File No. 333-248753), filed with the Securities and Exchange Commission on September 22, 2020).</u>
4.3	<u>Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Company (incorporated by reference to Exhibit 4.4 to the Company’s Registration Statement on Form S-1/A (File No. 333-248753), filed with the Securities and Exchange Commission on December 1, 2020).</u>
10.1	<u>Registration Rights Agreement between the Company and certain security holders (incorporated by reference to Exhibit 10.4 to the Company’s Registration Statement on Form S-1/A (File No. 333-248753), filed with the Securities and Exchange Commission on December 1, 2020).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

DELWINDS INSURANCE ACQUISITION CORP.

By: /s/ Andrew Poole
Andrew Poole
Chief Executive Officer

Dated: September 15, 2022
