

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

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Poole Andrew J.</u> (Last) (First) (Middle) <u>729 WASHINGTON ST. N.,</u> <u>SUITE 600</u> (Street) <u>MINNEAPOLIS MN</u> <u>55402</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/15/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>FOXO TECHNOLOGIES INC. [FOXO]</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)
Class A Common Stock	85,000 ⁽¹⁾⁽²⁾	D	
Class A Common Stock	645,142 ⁽¹⁾⁽²⁾	D	
Class A Common Stock	198,260 ⁽¹⁾⁽²⁾	I	As Texas Uniform Transfer to Minors Act custodian for minor child ⁽³⁾
Class A Common Stock	198,260 ⁽¹⁾⁽²⁾	I	As LA Gift to Minors Act custodian for minor child ⁽⁴⁾

**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			
Warrants	10/15/2022	09/15/2027	Class A Common Stock	42,500 ⁽¹⁾ ⁽²⁾	11.5	D	

Explanation of Responses:

1. As a result of the distribution by DIAC Sponsor LLC (the "Sponsor") to its members of (i) 632,500 shares of Class A common stock of Delwinds Insurance Acquisition Corp. ("Delwinds"), (ii) 4,431,250 shares of Class B common stock of Delwinds, and (iii) 316,250 warrants to purchase shares of Class A common stock to its members (the "Sponsor Distribution"). Andrew J. Poole received (i) 85,000 shares of Class A common stock; (ii) 1,041,662 shares of Class A common stock underlying shares of Class B common stock; and (iii) 42,500 shares of Class A common stock underlying warrants.
2. Upon the closing of the business combination of Delwinds with FOXO Technologies Operating Company ("FOXO"), (i) all shares of outstanding Class B shares of Delwinds were converted into shares of Class A shares of Delwinds, and (ii) Delwinds effected a name change to FOXO Technologies Inc.
3. Shares are held of record by Mr. Andrew Poole as custodian for a minor child under the Texas Uniform Transfers to Minors Act. Mr. Poole disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
4. Shares are held of record by Mr. Andrew Poole as custodian for a minor child under the LA Gifts to Minors Act. Mr. Poole disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

/s/ Andrew J. Poole

09/22/2022

** 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.