

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to
Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

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>Poole Andrew J.</u> (Last) (First) (Middle) <u>729 WASHINGTON ST. N., SUITE 600</u> (Street) <u>MINNEAPOLIS MN 55402</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOXO TECHNOLOGIES INC. [FOXO]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/15/2022		M ⁽¹⁾⁽²⁾		85,000	A	(1)	0	D	
Class A Common Stock	09/15/2022		M ⁽¹⁾⁽²⁾		645,142	A	(1)	0	D	
Class A Common Stock	09/15/2022		M ⁽¹⁾⁽²⁾		198,260	A	(1)	0	I	As Texas Uniform Transfers to Minors Act custodian for minor child ⁽³⁾
Class A Common Stock	09/15/2022		M ⁽¹⁾⁽²⁾		198,260	A	(1)	0	I	As LA Gift to Minors Act custodian for minor child ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$11.5	09/15/2022		J ⁽¹⁾⁽²⁾		42,500		10/15/2022	09/15/2027	Class A Common Stock	42,500	\$11.5	0	D	

Explanation of Responses:

1. Represents the receipt for no consideration from the distribution by DIAC Sponsor LLC (the "Sponsor") to its members of (i) 632,500 shares of Class A common stock of 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
Signature of Reporting Person

09/22/2022
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 4 (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.