

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>DIAC Sponsor LLC</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⁾		632,500	D	(1)	0	I	see footnote ⁽³⁾

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				
Class B Common Stock	(1)	09/15/2022		J ⁽²⁾			600,000	(1)	(1)	Class A Common Stock	600,000	(1)	0	I	see footnote ⁽³⁾
Class B Common Stock	(1)	09/15/2022		J ⁽¹⁾			4,431,250	(1)	(1)	Class A Common Stock	4,431,250	(1)	0	I	see footnote ⁽³⁾
Warrants	\$11.5	09/15/2022		J ⁽¹⁾			316,250	10/15/2022	09/15/2027	Class A Common Stock	316,250	\$11.5	0	I	see footnote ⁽³⁾

Explanation of Responses:

1. Represents the distribution for no consideration by DIAC Sponsor LLC (the "Sponsor") of (i) 4,431,250 shares of Class A common stock of Delwinds, (ii) 632,500 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. Represents the forfeiture, for no consideration, by the Sponsor 600,000 shares of Class B common stock of Delwinds.

3. As a managing member of the Sponsor, Mr. Andrew Poole may be deemed to share beneficial ownership of shares of Delwinds common stock held directly by the Sponsor, and 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 Poole the Managing
Member of DIAC Sponsor LLC
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 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.

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