
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 25

**NOTIFICATION OF REMOVAL FROM LISTING
AND/OR REGISTRATION UNDER SECTION 12(b)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-39783

**FOXO TECHNOLOGIES INC.
NEW YORK STOCK EXCHANGE**
(Exact name of Issuer as specified in its charter, and name of Exchange
where security is listed and/or registered)

729 N. Washington Ave., Suite 600
Minneapolis, MN 55401
(612) 562-9447

(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

Delwinds Insurance Acquisition Corp. Class A Common Stock, par value \$0.0001 per share
(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

- ☐ 17 CFR 240.12d2-2(a)(1)
- ☐ 17 CFR 240.12d2-2(a)(2)
- ☐ 17 CFR 240.12d2-2(a)(3)
- ☐ 17 CFR 240.12d2-2(a)(4)

☐ Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.¹

☒ Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its rules of the Exchange and the requirements of 17 CFR 240.12d2-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements of the Securities Exchange Act of 1934, FOXO Technologies Inc., formerly Delwinds Insurance Acquisition Corp., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

Date: September 26, 2022

FOXO TECHNOLOGIES INC.

By: /s/ Jon Sabes
Name: Jon Sabes
Title: Chief Executive Officer
