

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date Earliest Event Reported): January 29, 2023

FOXO TECHNOLOGIES INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39783
(Commission File Number)

85-1050265
(IRS Employer
Identification No.)

729 N. Washington Ave., Suite 600
Minneapolis, MN
(Address of Principal Executive Offices)

55401
(Zip Code)

(612) 562-9447
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001	FOXO	NYSE American
Warrants, each warrant exercisable for one share of Class A Common Stock for \$11.50 per share	FOXO WS	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 29, 2023, Jon Sabes resigned as a member of the board of directors (the “Board”) of FOXO Technologies Inc. (the “Company”) pursuant to a resignation letter, effective immediately. Mr. Sabes did not serve on any committees of the Board. The Board previously terminated Mr. Sabes as the Company’s Chief Executive Officer and Chairman on November 14, 2022, which termination was previously disclosed in the Company’s Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on November 15, 2022, as amended on January 6, 2023.

Mr. Sabes’ resignation letter did not express that his resignation from the Board was the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. However, Mr. Sabes provided a letter on February 2, 2023, following his review of a draft of this Current on Form 8-K, which clarified the circumstances surrounding his resignation. Specifically, Mr. Sabes expressed that his resignation was due to his disagreement with the Board regarding the termination of his employment.

Copies of Mr. Sabes’ resignation letter and the February 2, 2023 letter are filed as Exhibits 17.1 and 17.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

17.1	Jon Sabes Resignation Letter, dated January 29, 2023.
17.2	Letter from Jon Sabes, dated February 2, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOXO Technologies Inc.

By: /s/ Tyler Danielson

Name: Tyler Danielson

Title: Interim Chief Executive Officer

Date: February 2, 2023

From: Jon Sabes
Date: Sun, Jan 29, 2023 at 10:16 AM
Subject: FOXO Board Resignation
To: Michael Will

I hereby resign from the Board of Directors - immediately.

Jon Sabes

twitter: jonsabes
insta: jon.sabes
web: www.jonsabes.com

From: Jon Sabes
Date: Thurs, Feb 2, 2023 at 1:40 PM
Subject: Board Resignation 8-K
To: Michael Will

Mike

I don't agree with this statement, that is not true, I would never say or express that.

Mr. Sabes expressed to the Board his belief that he was the only person who could lead the Company.

I agree with the following:

Mr. Sabes disagrees with the Board's decision to summarily terminate his employment, and has therefor resigned from the Board.

twitter: jonsabes
insta: jon.sabes
web: www.jonsabes.com