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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Fay Taylor</u> (Last) (First) (Middle) <u>729 N. WASHINGTON ST.,</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>02/03/2023</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) <u>Chief Operating Officer</u>	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
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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	150,000 ⁽¹⁾	D	

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			
Stock Option (right to buy)	(2)	01/27/2027	Class A Common Stock	2	15.75	D	
Stock Option (right to buy)	(3)	08/09/2026	Class A Common Stock	2,904	6.51	D	
Stock Option (right to buy)	(4)	08/09/2026	Class A Common Stock	3,208	6.51	D	
Stock Option (right to buy)	(5)	04/02/2026	Class A Common Stock	29,042	6.51	D	
Stock Option (right to buy)	(6)	04/02/2026	Class A Common Stock	3,276	6.51	D	
Stock Option (right to buy)	(7)	04/02/2026	Class A Common Stock	2,900	6.51	D	

Explanation of Responses:

1. At the closing of the business combination between the Issuer and FOXO Technologies Operating Company, the reporting person received a restricted share award equal to 150,000 shares pursuant to the terms and conditions of the FOXO Technologies Inc. Management Contingent Share Plan (the "MIP"). The award is subject to the following vesting conditions (i) 60% of the award will become vested on the 3rd anniversary of the closing of the business combination if the reporting person is still employed by the Issuer on such date, (ii) 20% of the award will become vested on the 4th anniversary of the closing date if the reporting person is still employed by the Issuer on such date, and (iii) the final 20% of the award will become vested on the 5th anniversary of the closing date if the reporting person is still employed by the Issuer on such date. In addition, 1/3 of the award will become vested upon the satisfaction of certain performance-based conditions as further described in the MIP.
2. Stock option granted on January 27, 2022. As of February 3, 2023, the 2 shares of Class A Common Stock of the Issuer subject to the stock options were fully vested.
3. Stock option granted on August 9, 2021. As of February 3, 2023, 1,377 shares of Class A Common Stock of the Issuer subject to the stock options were vested, and, thereafter, the remaining 1,527 shares of Class A Common Stock subject to the stock options shall vest on each subsequent month anniversary of the award date until fully vested on August 9, 2024.
4. Stock option granted on August 9, 2021. As of February 3, 2023, 1,517 shares of Class A Common Stock of the Issuer subject to the stock options were vested, and, thereafter, the remaining 1,691 shares of Class A Common Stock subject to the stock options shall vest on each subsequent month anniversary of the award date until fully vested on August 9, 2024.
5. Stock option granted on April 2, 2021. As of February 3, 2023, 20,175 shares of Class A Common Stock of the Issuer subject to the stock options were vested, and, thereafter, the remaining 8,867 shares of Class A Common Stock subject to the stock options shall vest in equal monthly installments until fully vested on December 31, 2023.
6. Stock option granted on April 2, 2021. As of February 3, 2023, 2,275 shares of Class A Common Stock of the Issuer subject to the stock options were vested, and, thereafter, the remaining 1,001 shares of Class A Common Stock subject to the stock options shall vest in equal monthly installments until fully vested on December 31, 2023.
7. Stock option granted on April 2, 2021. As of February 3, 2023, 2,500 shares of Class A Common Stock of the Issuer subject to the stock options were vested, and, thereafter, the remaining 400 shares of Class A Common Stock subject to the stock options shall vest in equal monthly installments until fully vested on June 30, 2023.

/s/ Taylor Fay

02/03/2023

** 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.