

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): May 3, 2024

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

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 3.02 Unregistered Sales of Equity Securities.

On January 19, 2024, in its Quarterly Report on Form 10-Q for the period ended September 30, 2023, Foxo Technologies Inc., a Delaware corporation (the “**Company**”), reported 8,946,032 shares of Class A Common Stock were issued and outstanding.

On March 1, 2024, the Company issued 469,852 shares of the Company’s Class A Common Stock to Mitchell Silberberg & Knupp LLP (“**MSK**”) pursuant to the Shares for Services Agreement dated September 19, 2023.

On March 5, 2024, the Company issued 450,000 shares of the Company’s Class A Common Stock to Tysadco Partners under the Corporate Development Advisory Agreement dated effective February 26, 2024.

On March 27, 2024, the Company issued 41,175 shares of the Company’s Class A Common Stock to MSK pursuant to the Shares for Services Agreement dated September 19, 2023.

On April 28, 2024, the Company entered into a Securities Purchase Agreement with LGH Investments, LLC, an Wyoming limited liability company (“**LGH**”), pursuant to which the Company issued to LGH a convertible promissory note in the principal amount of \$110,000 and 200,000 shares of Class A Common Stock as inducement shares to LGH. The note has a beneficial ownership limitation of 4.99%.

The securities issued above were made in reliance upon the exemption from securities registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended (the “**Securities Act**”), and Rule 506(b) of Regulation D under the Securities Act, based in part on the representations of the investors. There were no sales commissions paid pursuant to these transactions.

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.

Date: May 9, 2024

By: /s/ Mark White

Name: Mark White

Title: Interim Chief Executive Officer