

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 17, 2025

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) 800-0059 (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 5.07 Submission of Matters to a Vote of Security Holders.

On January 17, 2025, a shareholder of FOXO Technologies Inc., a Delaware corporation (the “**Company**”), acted by way of non-unanimous majority written consent action (in lieu of a special meeting of stockholders) to approve: 1) pursuant to Amendment No. 1, approved on October 18, 2024 by the holders, (the “**Amendment**”) of the 15% Senior Promissory Notes in the aggregate principal amount of \$3,458,000 (the “**Senior PIK Notes**”), the automatic exchange of the Senior PIK Notes into shares of the Company’s Series B Cumulative Convertible Redeemable Preferred Stock (the “**Series B Preferred Stock**”) effective as of 5:00 pm Eastern time on the second business day after the date on which the Company’s stockholders approve the conversion of the Series B Preferred Stock into shares of Class A Common Stock in accordance with the continued listing rules of the New York Stock Exchange American (the “**Exchange**”); 2) the issuance of shares of Series B Preferred Stock pursuant to the Exchange (the “**Exchange Shares**”), and 3) the issuance of shares of the Company’s Class A Common Stock in excess of 19.99% of the Company’s outstanding shares in accordance with the continued listing rules of the New York Stock Exchange American pursuant to conversions of shares of Series B Preferred Stock to Class A Common Stock (the “**Conversion Shares**”).

The number of shares giving written consent (i.e., voting) in favor of such matter was approximately 67% of the shares entitled to vote as of January 17, 2025.

The Company will be mailing a definitive information statement to stockholders promptly.

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: January 17, 2025

By: /s/ Seamus Lagan
Name: Seamus Lagan
Title: Chief Executive Officer