

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Pursuant to the authorization and approval previously provided by the stockholders of FOXO Technologies Inc., a Delaware corporation (the “**Company**”), on April 15, 2026, the Company signed and submitted for filing a Certificate of Amendment to its Certificate of Incorporation, as amended, with the Secretary of State of Delaware to increase its authorized shares of capital stock, amending Article IV, Subsection 1 of the Certificate of Incorporation, as amended, to provide that the total number of shares of capital stock that the Company shall have authority to issue is 25,020,000,000 shares, consisting of: (i) 25,000,000,000 shares of Class A Common Stock, having a par value of \$0.0001 per share, and (ii) 20,000,000 shares of Preferred Stock, having a par value of \$0.0001 per share (the “Amendment”). The Amendment will become effective upon filing with the Secretary of State of Delaware on May 3, 2026. The Amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware. A copy of the Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
3.1	Certificate of Amendment to Certificate of Incorporation dated effective May 3, 2026
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.

Date: April 20, 2026

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

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FOXO TECHNOLOGIES INC.**

FOXO Technologies Inc., a Delaware corporation (the “**Corporation**”) does hereby certify that:

FIRST: The name of the Corporation is FOXO Technologies Inc.

SECOND: This Certificate of Amendment (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Certificate of Incorporation, as amended, and any amendments thereto (the “**Charter**”), last amended by a certificate of amendment to the Certificate of Incorporation filed with the Secretary of State on January 13, 2026.

THIRD: Article IV, Subsection 1 of the Charter is amended and restated to provide in its entirety as follows:

“The total number of shares of capital stock that the Corporation shall have authority to issue is 25,020,000,000 shares, consisting of: (i) 25,000,000,000 shares of Class A common stock, having a par value of \$0.0001 per share (the “**Class A Common Stock**” and “**Common Stock**”); and (ii) 20,000,000 shares of preferred stock, having a par value of \$0.0001 per share (the “**Preferred Stock**”).”

FOURTH: This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: This Certificate of Amendment shall be effective as of May 3, 2026.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 15th day of April, 2026.

FOXO TECHNOLOGIES INC.

By: _____

Name: Seamus Lagan

Title: Chief Executive Officer