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): June 25, 2026

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

Delaware	001-39783	85-1050265
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

477 South Rosemary Avenue Suite 224 West Palm Beach , FL	33401
(Address of Principal Executive Offices)	**(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
N/A		

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

On June 25, 2026, FOXO Technologies Inc., a Delaware corporation (the "**Company**"), filed a Certificate of Amendment to its Certificate of Incorporation, as amended (the "**Charter Amendment**"), with the Secretary of State of the State of Delaware to implement a 1-for-3,000 reverse stock split, such that every 3,000 shares of Class A Common Stock (the "**Common Stock**") will be combined and converted into one issued and outstanding share of Common Stock, with no change in the $0.0001 par value per share (the "**Reverse Stock Split**").

The Reverse Stock Split became effective at 4:01 p.m., Eastern Time, on June 30, 2026. Upon the opening of trading on July 1, 2026, the Common Stock began trading on a post-split basis under CUSIP number 351471602.

No fractional shares will be issued in connection with the Reverse Stock Split. Any fractional share that would otherwise result from the Reverse Stock Split will be rounded up to the nearest whole number of shares of Common Stock, and no stockholders will receive cash in lieu of fractional shares.

The foregoing description of the Charter Amendment is not complete and is subject to, and qualified in its entirety by, the complete text of the Charter Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On July 1, 2026, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information under this Item 7.01, including Exhibit 99.1 hereto, is being furnished herewith and shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing. Furthermore, the furnishing of information under Item 7.01 of this Current Report on Form 8-K is not intended to constitute a determination by the Company that the information contained herein, including the exhibit hereto, is material or that the dissemination of such information is required by Regulation FD.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements." Any statements contained in this Current Report on Form 8-K that do not describe historical facts may constitute forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "if," "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. These forward-looking statements are based on information currently available to the Company's management as well as estimates and assumptions made by its management and are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, which may cause the Company's or its industry's actual results, levels of activity or performance to be materially different from any future results, levels of activity or performance expressed or implied by these forward-looking statements. These forward-looking statements are made as of the date of this Current Report on Form 8-K, and the Company does not undertake an obligation to update these forward-looking statements after such date.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
3.1	Certificate of Amendment to Certificate of Incorporation filed June 25, 2026
99.1	Press Release Dated July 1, 2026
104	Cover Page Interactive Data File (formatted in Inline XBRL)

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: July 1, 2026

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

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FOXO TECHNOLOGIES INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2026, AT 1:22 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF JUNE, A.D. 2026 AT 4:01 O'CLOCK P.M.

C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

7949696 8100
SR# 20263529597

Authentication: 204352176
Date: 06-25-26

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:22 PM 06/25/2026
FILED 01:22 PM 06/25/2026
SR 20263529597 - File Number 7949696

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 April 16, 2026.

THIRD: A new Article IV, Subsection 1 is added to the Charter 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").

1. Reverse Stock Split. Upon the filing of this Amendment with the Secretary of State of the State of Delaware (the "Effective Time"), each three thousand (3,000) of outstanding shares of Class A Common Stock outstanding immediately prior to the Effective Time (the "Old Common Stock") shall be combined and converted into one (1) share of Common Stock (the "New Common Stock") based on a ratio of one (1) share of New Common Stock for each three thousand (3,000) shares of Old Common Stock (the "Reverse Split Ratio"). This reverse stock split (the "Reverse Split") of the outstanding shares of Common Stock shall not affect the total number of shares of capital stock, including the Common Stock, that the Company is authorized to issue, which shall remain as set forth under this Article IV.

The Reverse Split shall occur without any further action on the part of the Corporation or the holders of shares of New Common Stock and whether or not certificates representing such holders' shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of New Common Stock shall be deliverable upon the Reverse Split, all of which shares of New Common Stock shall be rounded up to the nearest whole number of such shares. No stockholders will receive cash in lieu of fractional shares. All references to "Class A Common Stock" and "Common Stock" in these Articles shall be to the New Common 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 become effective as of June 30, 2026 at 4:01 p.m. Eastern Time.

* * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this day of June 24, 2026.

FOXO TECHNOLOGIES INC.

By: Seamus Lagan

Name: Seamus Lagan

Title: Chief Executive Officer

Exhibit 99.1

FOXO

FOXO TECHNOLOGIES INC. ANNOUNCES COMPLETION OF REVERSE STOCK SPLIT

WEST PALM BEACH, FLORIDA—July 1, 2026 - (Globenewswire)—**FOXO Technologies Inc. (OTC: FOXO)** ("FOXO" or the "**Company**"), today announced that its previously approved reverse stock split (the "Reverse Split") of its Class A common stock ("Common Stock" and the "Reverse Split") became effective at 4:01 p.m. ET on June 30, 2026 (the "Effective Time"). The Company's Common Stock will begin trading on a split-adjusted basis on the OTC under the temporary symbol "FOXOD" when the market opens on July 1, 2026, and will trade under a new CUSIP number (351471602). The trading symbol will revert to "FOXO" on or about July 20, 2026 (approximately 20 business days after the Effective Time).

The Reverse Split was approved by written consent in lieu of a meeting by a shareholder representing a majority of the voting control of the Company on May 18, 2026, and the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware to implement the Reverse Split. As a result of the Reverse Split, every three thousand (3,000) shares of Class A common stock (the "**Common Stock**") issued and outstanding at the Effective Time will automatically be combined into one share of Common Stock, with no change in the $0.0001 par value per share. No fractional shares will be issued in connection with the Reverse Split; any fractional share that would otherwise result will be rounded up to the nearest whole share, and no stockholder will receive cash in lieu of fractional shares.

The Reverse Split is intended to increase the per share stock price for a potential quotation on OTCQB, which requires a sustained trading price of $0.01 or higher, or as a step to a potential up-listing to a recognized exchange if we meet the initial listing requirements and determine to pursue such a listing. We believe that if we are successful in maintaining a higher stock price, the stock will generate greater interest among professional investors and institutions. If we are successful in generating interest from such entities, we anticipate that our Common Stock would have greater liquidity and a stronger investor base. The Company may explore additional financing opportunities or strategic transactions that would require the issuance of additional shares of Common Stock, but no such plans are currently pending. Accordingly, for these and other reasons, we believe that effecting the Reverse Split is in the Company's and our stockholders' best interests. The Reverse Split will not affect the terms of the outstanding Common Stock or the rights of the holders of the Common Stock. The Company does not expect the Reverse Split to impact its current or future business operations.

If applicable, all outstanding stock options, warrants, and equity incentive plans will be proportionately affected. The exercise prices and the number of shares issuable upon exercise, of the outstanding stock options and warrants, and the number of shares available for future issuance under the equity incentive plans, will be adjusted in accordance with their respective terms. The Reverse Split will affect all stockholders uniformly and will not affect any stockholder's ownership percentage of the Company's shares of Common Stock with the exception of those holders of fractional shares.

Continental Stock Transfer & Trust Company ("**CST**"), the Company's transfer agent, will act as the exchange agent for the Reverse Split. CST will provide instructions to stockholders with physical certificates regarding the process for exchanging their certificates for split-adjusted shares into "book-entry form" and receiving adjustment for fractional shares, if any. Those stockholders with Common Stock in "street name" will receive instructions from their brokers.

About FOXO Technologies Inc. ("FOXO")

FOXO owns four key subsidiaries.

Rennova Community Health, Inc., owns and operates Scott County Community Hospital, Inc. (d/b/a Big South Fork Medical Center), a critical access designated (CAH) hospital in East Tennessee.

Myrtle Recovery Centers, Inc., a 30-bed behavioral health facility in East Tennessee, provides inpatient services for detox and residential treatment and outpatient services for MAT and OBOT Programs.

Vector BioSource, Inc. is an information, data and biospecimen sourcing provider serving the biotechnology, clinical research and pharmaceutical research industries.

FOXO Labs, Inc. is a biotechnology company dedicated to improving human health and life span through the development of cutting-edge technology and product solutions for various industries.

For more information about FOXO, visit www.foxotechnologies.com.

Forward-Looking Statements

This press release contains forward-looking statements that include words such as "expects," "anticipates," "believes," "intends," "plans," "projects," "estimates," "may," "will," "should," "could," or similar expressions, are forward-looking statements. These statements are not historical facts, including statements about the FOXO's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. These factors include, but are not limited to the risk of changes in the competitive and highly regulated industries in which FOXO operates; variations in operating performance across competitors or changes in laws and regulations affecting FOXO's business; the ability to implement FOXO's business plans, forecasts, and other expectations; the ability to obtain financing; the risk that FOXO has a history of losses and may not achieve or maintain profitability in the future; the enforceability of FOXO's intellectual property, including its patents and the potential infringement on the intellectual property rights of others; and the risk of downturns and a changing regulatory landscape in the highly competitive industries in which FOXO operates. The foregoing list of factors is not exhaustive. Readers should carefully consider the foregoing factors and the other risks and uncertainties discussed in FOXO's most recent reports on Forms 10-K and 10-Q, particularly the "Risk Factors" sections of those reports, and in other documents FOXO has filed, or will file, with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and FOXO assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

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