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): November 19, 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)

(Former name or former address, if changed since last report.)

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 5.07 Submission of Matters to a Vote of Security Holders.

On November 19, 2026, the Board of Directors (the "**Board**") of FOXO Technologies Inc., a Delaware corporation (the "**Company**"), acting by unanimous written consent, approved an amendment to the Company's Certificate of Incorporation to effect the Authorized Decrease described below and determined that such amendment was advisable and in the best interests of the Company and its stockholders. On November 19, 2026, Rennova Health, Inc. ("**RHI**" or the "**Majority Stockholder**"), which is controlled by the Company's Chief Executive Officer, executed and delivered to the Company a written consent (the "**Written Consent**"), acting on its own behalf and as proxyholder for certain other stockholders, approving the Authorized Decrease. November 19, 2026 is the record date (the "**Record Date**") for the determination of stockholders entitled to notice of the action approved by the Written Consent. As of the Record Date, RHI exercised approximately 99.12% of the Company's aggregate voting power, consisting of approximately 48.26% attributable to shares owned directly by RHI and approximately 50.86% attributable to shares over which RHI exercised voting authority pursuant to voting agreements and irrevocable proxies. The Written Consent was obtained pursuant to Section 228 of the Delaware General Corporation Law and Section 2.9 of the Company's bylaws. Pursuant to the Written Consent, the Majority Stockholder approved:

1. An amendment (the "**Amendment**") to the Company's Certificate of Incorporation, as amended (the "**Certificate of Incorporation**"), to decrease the authorized shares of Class A Common Stock of the Company, par value $0.0001 per share (the "**Common Stock**"), from 25,000,000,000 shares to 500,000,000 shares, and correspondingly to decrease the total number of authorized shares of capital stock from 25,020,000,000 shares to 520,000,000 shares (the "**Authorized Decrease**"). The par value of the Common Stock and the 20,000,000 authorized shares of preferred stock, par value $0.0001 per share, will not change. The Authorized Decrease will not cancel, combine or reclassify any outstanding shares of capital stock and will not alter any existing stockholder's proportionate ownership interest or voting rights. The Board believes that the Authorized Decrease will better align the Company's authorized capitalization with its current capital structure and anticipated share issuance requirements and may reduce the Company's Delaware franchise tax exposure.

On November 24, 2026, the Company filed a preliminary Information Statement on Schedule 14C with the U.S. Securities and Exchange Commission (the "**SEC**") with respect to the Authorized Decrease (the "**PRE 14C**"). The Company intends to file a definitive Information Statement on Schedule 14C and, as soon as it may do so, send or give the definitive Information Statement to its stockholders of record as of the Record Date.

Pursuant to Rule 14c-2(b) under the Securities Exchange Act of 1934, as amended, the Authorized Decrease may not be effected until at least 20 calendar days after the definitive Information Statement is first sent or given to stockholders. The Authorized Decrease will become effective only upon the filing of a Certificate of Amendment with the Secretary of State of the State of Delaware following the expiration of such period, or at such later date and time as is specified in the Certificate of Amendment.

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: November 25, 2026

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