



UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.

|                                                  |
|--------------------------------------------------|
| OMB Number: 3235-0076                            |
| Estimated Average burden hours per response: 4.0 |

### 1. Issuer's Identity

|                                                                        |                                                                   |                                                 |
|------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------|
| CIK (Filer ID Number)                                                  | Previous Name(s) <input type="checkbox"/> None                    | Entity Type                                     |
| <input type="text" value="0001812360"/>                                | <input type="text" value="Delwinds Insurance Acquisition Corp."/> | <input checked="" type="radio"/> Corporation    |
| Name of Issuer                                                         |                                                                   | <input type="radio"/> Limited Partnership       |
| <input type="text" value="FOXO TECHNOLOGIES INC."/>                    |                                                                   | <input type="radio"/> Limited Liability Company |
| Jurisdiction of Incorporation/Organization                             |                                                                   | <input type="radio"/> General Partnership       |
| <input type="text" value="DELAWARE"/>                                  |                                                                   | <input type="radio"/> Business Trust            |
| Year of Incorporation/Organization                                     |                                                                   | <input type="radio"/> Other                     |
| <input type="radio"/> Over Five Years Ago                              |                                                                   |                                                 |
| <input checked="" type="radio"/> Within Last Five Years (Specify Year) | <input type="text" value="2020"/>                                 |                                                 |
| <input type="radio"/> Yet to Be Formed                                 |                                                                   |                                                 |

### 2. Principal Place of Business and Contact Information

|                                                     |                                        |                                        |                                             |
|-----------------------------------------------------|----------------------------------------|----------------------------------------|---------------------------------------------|
| Name of Issuer                                      |                                        |                                        |                                             |
| <input type="text" value="FOXO TECHNOLOGIES INC."/> |                                        |                                        |                                             |
| Street Address 1                                    |                                        | Street Address 2                       |                                             |
| <input type="text" value="729 WASHINGTON AVE. N"/>  |                                        | <input type="text" value="SUITE 600"/> |                                             |
| City                                                | State/Province/Country                 | ZIP/Postal Code                        | Phone No. of Issuer                         |
| <input type="text" value="MINNEAPOLIS"/>            | <input type="text" value="MINNESOTA"/> | <input type="text" value="55401"/>     | <input type="text" value="(612) 562-9447"/> |

### 3. Related Persons

|                                                              |                                                       |                                              |
|--------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------|
| Last Name                                                    | First Name                                            | Middle Name                                  |
| <input type="text" value="White"/>                           | <input type="text" value="Mark"/>                     |                                              |
| Street Address 1                                             |                                                       | Street Address 2                             |
| <input type="text" value="729 N. Washington Ave"/>           |                                                       | <input type="text" value="Suite 600"/>       |
| City                                                         | State/Province/Country                                | ZIP/Postal Code                              |
| <input type="text" value="Minneapolis"/>                     | <input type="text" value="MINNESOTA"/>                | <input type="text" value="55401"/>           |
| Relationship:                                                | <input checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director |
|                                                              |                                                       | <input type="checkbox"/> Promoter            |
| Clarification of Response (if Necessary)                     |                                                       |                                              |
| <input type="text" value="Interim Chief Executive Officer"/> |                                                       |                                              |

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|                                                              |                                                       |                                    |                                   |
|--------------------------------------------------------------|-------------------------------------------------------|------------------------------------|-----------------------------------|
| Last Name                                                    | First Name                                            | Middle Name                        |                                   |
| <input type="text" value="Ward"/>                            | <input type="text" value="Martin"/>                   |                                    |                                   |
| Street Address 1                                             | Street Address 2                                      |                                    |                                   |
| <input type="text" value="729 N. Washington Ave"/>           | <input type="text" value="Suite 600"/>                |                                    |                                   |
| City                                                         | State/Province/Country                                | ZIP/Postal Code                    |                                   |
| <input type="text" value="Minneapolis"/>                     | <input type="text" value="MINNESOTA"/>                | <input type="text" value="55401"/> |                                   |
| Relationship:                                                | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director  | <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary)                     |                                                       |                                    |                                   |
| <input type="text" value="Interim Chief Financial Officer"/> |                                                       |                                    |                                   |

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|                                                    |                                            |                                              |                                   |
|----------------------------------------------------|--------------------------------------------|----------------------------------------------|-----------------------------------|
| Last Name                                          | First Name                                 | Middle Name                                  |                                   |
| <input type="text" value="Barnes"/>                | <input type="text" value="Bret"/>          |                                              |                                   |
| Street Address 1                                   | Street Address 2                           |                                              |                                   |
| <input type="text" value="729 N. Washington Ave"/> | <input type="text" value="Suite 600"/>     |                                              |                                   |
| City                                               | State/Province/Country                     | ZIP/Postal Code                              |                                   |
| <input type="text" value="Minneapolis"/>           | <input type="text" value="MINNESOTA"/>     | <input type="text" value="55401"/>           |                                   |
| Relationship:                                      | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary)           |                                            |                                              |                                   |
| <input type="text"/>                               |                                            |                                              |                                   |

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|                                                    |                                            |                                              |                                   |
|----------------------------------------------------|--------------------------------------------|----------------------------------------------|-----------------------------------|
| Last Name                                          | First Name                                 | Middle Name                                  |                                   |
| <input type="text" value="deWolf III"/>            | <input type="text" value="Francis"/>       | <input type="text" value="Colt"/>            |                                   |
| Street Address 1                                   | Street Address 2                           |                                              |                                   |
| <input type="text" value="729 N. Washington Ave"/> | <input type="text" value="Suite 600"/>     |                                              |                                   |
| City                                               | State/Province/Country                     | ZIP/Postal Code                              |                                   |
| <input type="text" value="Minneapolis"/>           | <input type="text" value="MINNESOTA"/>     | <input type="text" value="55401"/>           |                                   |
| Relationship:                                      | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary)           |                                            |                                              |                                   |
| <input type="text"/>                               |                                            |                                              |                                   |

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|                                                    |                                        |                 |
|----------------------------------------------------|----------------------------------------|-----------------|
| Last Name                                          | First Name                             | Middle Name     |
| <input type="text" value="Lagan"/>                 | <input type="text" value="Seamus"/>    |                 |
| Street Address 1                                   | Street Address 2                       |                 |
| <input type="text" value="729 N. Washington Ave"/> | <input type="text" value="Suite 600"/> |                 |
| City                                               | State/Province/Country                 | ZIP/Postal Code |

Minneapolis

MINNESOTA

55401

Relationship:

☐

Executive  
Officer

☒

Director

☐

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Langley

Trevor

Street Address 1

Street Address 2

729 N. Washington Ave

Suite 600

City

State/Province/Country

ZIP/Postal Code

Minneapolis

MINNESOTA

55401

Relationship:

☐

Executive  
Officer

☒

Director

☐

Promoter

Clarification of Response (if Necessary)

#### 4. Industry Group

- ☐ Agriculture
- ☐ Banking & Financial Services
  - ☐ Commercial Banking
  - ☒ Insurance
  - ☐ Investing
  - ☐ Investment Banking
  - ☐ Pooled Investment Fund
  - ☐ Other Banking & Financial Services
- ☐ Business Services
- ☐ Energy
  - ☐ Coal Mining
  - ☐ Electric Utilities
  - ☐ Energy Conservation
  - ☐ Environmental Services
  - ☐ Oil & Gas
  - ☐ Other Energy
- ☐ Health Care
  - ☐ Biotechnology
  - ☐ Health Insurance
  - ☐ Hospitals & Physicians
  - ☐ Pharmaceuticals
  - ☐ Other Health Care
- ☐ Manufacturing
- ☐ Real Estate
  - ☐ Commercial
  - ☐ Construction
  - ☐ REITS & Finance
  - ☐ Residential
  - ☐ Other Real Estate
- ☐ Retailing
- ☐ Restaurants
- ☐ Technology
  - ☐ Computers
  - ☐ Telecommunications
  - ☐ Other Technology
- ☐ Travel
  - ☐ Airlines & Airports
  - ☐ Lodging & Conventions
  - ☐ Tourism & Travel Services
  - ☐ Other Travel
- ☐ Other

## 5. Issuer Size

### Revenue Range

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☒ Decline to Disclose
- ☐ Not Applicable

### Aggregate Net Asset Value Range

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☒ Rule 506(b)
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 506(c)
- ☐ Rule 504 (b)(1)(ii)
- ☒ Securities Act Section 4(a)(5)
- ☐ Rule 504 (b)(1)(iii)
- ☐ Investment Company Act Section 3(c)

## 7. Type of Filing

- ☒ New Notice Date of First Sale 2024-11-15 ☐ First Sale Yet to Occur
- ☐ Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

## 9. Type(s) of Securities Offered (select all that apply)

- ☐ Pooled Investment Fund Interests
- ☒ Equity
- ☐ Tenant-in-Common Securities
- ☒ Debt
- ☐ Mineral Property Securities
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Other (describe)

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor \$  USD

## 12. Sales Compensation

|                                                         |                                                                             |                                    |
|---------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|
| Recipient                                               | Recipient CRD Number                                                        | <input type="checkbox"/> None      |
| <input type="text" value="J.H Darbie &amp; Co., Inc."/> | <input type="text" value="43520"/>                                          |                                    |
| (Associated) Broker or Dealer                           | (Associated) Broker or Dealer CRD Number                                    | <input type="checkbox"/> None      |
| <input type="text" value="J.H Darbie &amp; Co., Inc."/> | <input type="text" value="43520"/>                                          |                                    |
| Street Address 1                                        | Street Address 2                                                            |                                    |
| <input type="text" value="40 WALL ST., 30TH FL."/>      | <input type="text"/>                                                        |                                    |
| City                                                    | State/Province/Country                                                      | ZIP/Postal Code                    |
| <input type="text" value="NEW YORK CITY"/>              | <input type="text" value="NEW YORK"/>                                       | <input type="text" value="10005"/> |
| State(s) of Solicitation                                | <input type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US |                                    |
| <input type="text" value="WYOMING"/>                    |                                                                             |                                    |

## 13. Offering and Sales Amounts

Total Offering Amount \$  USD ☐ Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD ☐ Indefinite

Clarification of Response (if Necessary)

## 14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

2

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD ☐ Estimate

Finders' Fees \$  USD ☐ Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD ☐ Estimate

Clarification of Response (if Necessary)

## Signature and Submission

**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer                 | Signature      | Name of Signer | Title       | Date       |
|------------------------|----------------|----------------|-------------|------------|
| FOXO TECHNOLOGIES INC. | /s/ Mark White | Mark White     | Interim CEO | 2024-12-03 |