

**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): March 31, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 31, 2025, FOXO Technologies Inc., a Delaware corporation (the “**Company**”), filed an amendment to the Company’s Certificate of Incorporation (the “**Certificate of Incorporation**”), in the form of an Amendment to the Certificate of Designation (the “**Amended Designation**”) of the Company’s previously designated “Series D Cumulative Convertible Redeemable Preferred Stock” (the “**Series D Preferred Stock**”). The Amended Designation removes Section 6(e), which was the right to an automatic conversion at the two-year anniversary from issuance, which, if retained, could mean the value issued being treated as a liability on the Company’s balance sheet. Removing this automatic conversion right means the Company will treat the issued shares as equity

A copy of the Amended Designation is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
3.1	Amendment to the Certificate of Designation filed with the Delaware Secretary of State on March 31, 2025
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: April 4, 2025

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

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF DESIGNATION OF
PREFERENCES AND RIGHTS OF
SERIES D CUMULATIVE CONVERTIBLE REDEEMABLE PREFERRED STOCK
OF
FOXO TECHNOLOGIES INC.**

FOXO Technologies Inc., a corporation organized under and existing under the laws of the State of Delaware (the “**Corporation**”), certifies that:

FIRST: The name of the Corporation is FOXO Technologies Inc. The Corporation was originally incorporated under the name “Delwinds Insurance Acquisition Corp.”

SECOND: The Corporation’s Certificate of Designation of Preferences and Rights of Series D Cumulative Convertible Redeemable Preferred Stock (the “**Series D Preferred Stock**”) was filed with the Secretary of State of the State of Delaware on December 6, 2024.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provision of Sections 141 and 242 of the Delaware General Corporation Law (the “**DGCL**”) adopted resolutions to eliminate Section 6(e) of the Certificate of Designation of Preferences and Rights of Series D Preferred Stock in its entirety and renumber all subsections contained in Section 6 thereof accordingly.

FOURTH: This Certificate of Amendment to the Certificate of Designation of Preferences and Rights of Series D Preferred Stock was duly adopted by the Corporation’s directors and stockholders in accordance with the applicable provisions of Sections 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Designation of Preferences and Rights of Series D Preferred Stock to be signed and attested this 27th day of March 2025.

FOXO TECHNOLOGIES INC.



Seamus Lagan
Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:29 PM 03/31/2025
FILED 12:29 PM 03/31/2025
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