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 3, 2025

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
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 1.01 Entry into a Material Definitive Agreement.

On June 3, 2025, FOXO Technologies, Inc., a Delaware corporation (the "**Company**"), entered into the Securities Purchase Agreement with a certain existing institutional investor of the Company (the "**Purchase Agreement**"). The Purchase Agreement provides for the issuance of up to 1,650 shares of the Company's Series A Cumulative Convertible Redeemable Preferred Stock (the "**Series A Preferred Stock**") at three separate closings of 550 shares each. If all such shares of Series A Preferred Stock are issued under the Purchase Agreement, the Company will receive proceeds of $1,650,000 and will pay agreed costs of $150,000.

The first closing will occur on June 4, 2025. The second closing is expected to occur within two business days of the effective date of a Registration Statement filed by the Company. The third closing is expected to occur within 10 days of the effective date of the Registration Statement.

The rights and preferences of the Series A Preferred Stock were previously disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 2, 2025.

3.02 Unregistered Sales of Equity Securities.

The disclosure in Item 1.01 herein is incorporated by reference into this Item 3.02.

The shares of Series A Preferred Stock will be issued in reliance on the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended, and by Rule 506 of Regulation D promulgated thereunder as a transaction by an issuer not involving any public offering and based, in part, on the representations of the investor. There were no sales commissions paid pursuant to this transaction.

Item 7.01 Regulation FD Disclosure.

On June 4, 2025, the Company issued a press release which announced the Purchase Agreement. 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
99.1	Press Release Dated June 4, 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: June 4, 2025	By: */s/ Seamus Lagan*
	Name: Seamus Lagan
	Title: Chief Executive Officer

Exhibit 99.1

FOXO TECHNOLOGIES INC. COMPLETES EQUITY FUNDING AGREEMENT

WEST PALM BEACH, FLORIDA—June 4, 2025 - (Globenewswire)--**FOXO Technologies Inc. (NYSE American: FOXO)** (“FOXO” or the “**Company**”) today announced that it has executed an agreement to issue 1,650 of its Series A Cumulative Convertible Redeemable Preferred Stock (“Series A Preferred Stock”) for net proceeds of $1,500,000.

On June 3, 2025, FOXO”) entered into a Securities Purchase Agreement with certain existing institutional investors of the Company. The Securities Purchase Agreement provides for the issuance of up to 1,650 shares of Series A Preferred Stock at three closings of 550 shares each. If all such shares of Series A Preferred Stock are issued, the Company will receive gross proceeds of $1,650,000 and has agreed to pay certain investor costs of $150,000. The first closing will occur on June 4, 2025. The second closing is expected to occur within two business days of the effective date of a registration statement filed by the Company and the third closing is expected to occur within 10 days of the effective date of the registration statement.

Seamus Lagan, Chief Executive Officer of FOXO, made the following comments, “We are pleased to secure this equity investment into FOXO at this time. We hope to close one of our recently announced acquisition targets in the coming weeks and continue our efforts to increase our revenues and improve our balance sheet. We are delighted with our continued progress and efforts to transform FOXO into a successful revenue-generating Company and were pleased to report in excess of $3M in net revenues and an approximate $4.4M improvement in stockholders’ equity for the first quarter of 2025. To report having $9.7M of stockholders’ equity at March 31, 2025, compared to the negative $17.5M reported for at September 30, 2024 demonstrates a significant transformation in six months that we believe will create opportunity and value for our shareholders.”

About FOXO Technologies Inc. (“FOXO”)

FOXO owns and operates three subsidiaries.

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

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

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. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements that 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; potential inability of FOXO to establish or maintain relationships required to advance its goals or to achieve its commercialization and development plans; 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 biotechnology industry or in the markets or 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 do 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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