

**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 10, 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 November 7, 2023 FOXO Technologies Inc., a Delaware corporation (the “**Company**”), entered into a Settlement Agreement to satisfy approximately \$2.3 million owed to Smithline Family Trust II (“**Smithline**”). On May 28, 2024, entered into an Exchange Agreement, as amended (the “**Agreement**”), with Smithline pursuant to which Smithline exchanged warrants to purchase up to 312,500 shares, as adjusted, of the Company’s Class A Common Stock terminating on February 23, 2025 (the “**Smithline Assumed Warrant**”), for the right to receive up to 1,308,751 post-split shares of Class A Common Stock (the “**Rights Shares**”), subject to a 4.99% beneficial ownership limitation and issued without any restrictive legends.

On June 10, 2025, the Company entered into Amendment No. 2 to the Agreement pursuant to which the Rights Shares were increased from 1,308,751 to 5,151,721 post-split shares of Common Stock (1,308,751 of which have already been issued). Approximately \$384,297 remains outstanding at June 10, 2025, to Smithline pursuant the Settlement Agreement dated November 7, 2023. This liability would require approximately 1,800,000 to settle using the closing share price at June 13, 2025.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 13, 2025, the Board of Directors of the Company (with Mr. Lagan abstaining) appointed Seamus Lagan to serve as the Company’s Interim Chief Financial Officer. On June 9, 2025, Martin Ward, the Company’s Interim Chief Financial Officer passed away unexpectedly. Mr. Lagan will be the Company’s principal financial officer and principal accounting officer on an interim basis and the Company will initiate a search for a new Chief Financial Officer.

There are no arrangements or understandings between Mr. Lagan and any other persons pursuant to which Mr. Lagan was appointed to the position above. There are no family relationships between Mr. Lagan and any director, executive officer, or person nominated or chosen by the Company to become an executive officer. There are currently no plans to appoint Mr. Lagan to any committees of the Board of Directors.

Seamus Lagan, age 56, has served as a director of the Company since September 10, 2024 and has served as the Company’s Chief Executive Officer since December 5, 2024. Mr. Lagan was appointed Chief Executive Officer and President and a director of Rennova Health, Inc. (“**RHI**”), a company subject to section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), on November 2, 2015 and as Chief Executive Officer and a director of Medytox Solutions, Inc., the predecessor business to a merger with RHI in 2015, and now a wholly-owned subsidiary of RHI (“**Medytox**”), effective September 15, 2014. Mr. Lagan served as Interim Chief Financial Officer of RHI from September 30, 2016 through May 24, 2017. He was again appointed Interim Chief Financial Officer effective October 13, 2017, and served through April 8, 2019. Mr. Lagan has also been the Interim Chief Financial Officer of RHI since May 10, 2019. Mr. Lagan has been, through Alcimed LLC until November 1, 2021 and Alcimed Limited since November 1, 2021, a consultant to Medytox since May 2011. Mr. Lagan is the managing director of Alcimed Limited, a Bahamas company that provides various consulting services, including management, organization, and financial consulting services. Mr. Lagan also currently serves, through Alcimed Limited, as chief executive officer of most of the subsidiaries of RHI and is the Chief Executive officer of the Company’s subsidiary Rennova Community Health, Inc.

Item 7.01 Regulation FD Disclosure.

On June 16, 2025, the Company is issuing a press release which announced that it formed a new, wholly-owned subsidiary intended to be used to acquire identified acquisition targets in the healthcare services and related sectors and its intention to create a new series of non-convertible preferred stock with a goal to have this preferred stock publicly listed (with its own trading symbol) and use it to as a mechanism to complete such acquisitions. In addition, the press release announced Mr. Ward’s passing and the appointment of Mr. Lagan as Interim Chief Financial Officer. 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 16, 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 13, 2025

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



FOXO TECHNOLOGIES INC. CREATES ACQUISITION VEHICLE AND APPOINTS NEW INTERIM CFO

WEST PALM BEACH, FLORIDA—June 16, 2025 - (GlobeNewswire)--**FOXO Technologies Inc. (NYSE American: FOXO)** ("**FOXO**" or the "**Company**") today announced that it formed a new, wholly-owned subsidiary intended to be used to acquire identified acquisition targets in the healthcare services and related sectors.

On June 13, 2025, the Company formed FOXO Acquisition Corporation, a Florida corporation, for the purpose of acquiring targeted acquisitions. The Company also intends to create a new series of non-convertible preferred stock with a goal to have this preferred stock publicly listed (with its own trading symbol) and use it to as a mechanism to complete such acquisitions. The new series of preferred stock is anticipated to generate both cash and common stock dividends for investors/owners and have a secured interest in the acquisition vehicle which will own the acquired businesses.

"We are excited to be taking one of the first tangible steps of our planned acquisition strategy," said Seamus Lagan, Chief Executive Officer of FOXO. "We believe we can secure the funding we need in a manner that is non-dilutive to our common stockholders and target acquisitions with significant growth opportunities and/or surplus cash flow that will create long-term value for our common stockholders."

We also are announcing the passing of our Interim Chief Financial Officer, Martin Ward on June 9, 2025.

"It is with deep regret and profound sadness that I announce Martin's recent passing. Martin was a valuable contributor to our team and he will be sorely missed. My deepest condolences go out to the Ward family," said Seamus Lagan, CEO.

On June 13, 2025, Mr. Lagan was appointed as Interim Chief Financial Officer as the search for a more permanent appointment is underway.

This announcement is being made pursuant to and in accordance with Rule 135 promulgated pursuant to the Securities Act of 1933, as amended (the "Securities Act"). As required by Rule 135, this press release does not constitute an offer to sell or the solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the Securities Act.

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 Center), 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 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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