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): July 27, 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)

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 July 27, 2025, FOXO Technologies Inc., a Delaware corporation (the "**Company**"), amended its Second Amended and Restated Certificate of Incorporation, as amended (the "**Charter Amendment**"), to implement a 1-for-1.99 reverse stock split, such that every 1.99 shares of Class A Common Stock (the "**Common Stock**") was combined into one issued and outstanding share of Common Stock, with no change in the $0.0001 par value per share (the "**Reverse Stock Split**").

The Reverse Stock Split was effective at 4:01 p.m., Eastern Time, on July 27, 2025. Upon the opening of trading on July 28, 2025, the Common Stock began trading on a post-split basis under CUSIP number 351471 503.

No fractional shares are outstanding following the Reverse Stock Split. Holders of fractional shares were entitled to receive, in lieu of any fractional share, the number of shares rounded up to the next whole number.

The foregoing description of the Charter Amendment is not complete and is subject to, and qualified in its entirety by, the complete text of the Charter Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
3.1	Certificate of Amendment to Certificate of Incorporation filed July 27, 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: July 28, 2025

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

Exhibit 3.1

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
FOXO TECHNOLOGIES INC.

FOXO Technologies Inc., a Delaware corporation (the "Corporation") does hereby certify that:

FIRST: The name of the Corporation is FOXO Technologies Inc.

SECOND: This Certificate of Amendment (this "Certificate of Amendment") amends the provisions of the Corporation's Certificate of Incorporation, as amended, and any amendments thereto (the "Charter"), last amended by a certificate of amendment to the Certificate of Incorporation filed with the Secretary of State on April 22, 2025.

THIRD: In Article IV, a new Subsection 1 is added to the charter to provide in its entirety as follows:

"The total number of shares of capital stock that the Corporation shall have authority to issue is 510,000,000 shares, consisting of: (i) 500,000,000 shares of Class A common stock, having a par value of $0.0001 per share (the "Class A Common Stock" and "Common Stock"); and (ii) 10,000,000 shares of preferred stock, having a par value of $0.0001 per share (the "Preferred Stock").

1. Reverse Stock Split. Upon the filing of this Amendment with the Secretary of State of the State of Delaware (the "Effective Time"), each one and ninety-nine hundredths (1.99) of outstanding shares of Class A Common Stock outstanding immediately prior to the Effective Time (the "Old Common Stock") shall be combined and converted into one (1) share of Common Stock (the "New Common Stock") based on a ratio of one (1) share of New Common Stock for each one and ninety-nine hundredths (1.99) shares of Old Common Stock (the "Reverse Split Ratio"). This reverse stock split (the "Reverse Split") of the outstanding shares of Common Stock shall not affect the total number of shares of capital stock, including the Common Stock, that the Company is authorized to issue, which shall remain as set forth under this Article IV.

The Reverse Split shall occur without any further action on the part of the Corporation or the holders of shares of New Common Stock and whether or not certificates representing such holders' shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of New Common Stock shall be deliverable upon the Reverse Split, all of which shares of New Common Stock shall be rounded up to the nearest whole number of such shares. No stockholders will receive cash in lieu of fractional shares. All references to "Class A Common Stock" and "Common Stock" in these Articles shall be to the New Common Stock."

FOURTH: This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: This Certificate of Amendment shall become effective as of July 27, 2025 at 4:01 p.m. Eastern Time.

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:41 PM 07/18/2025
FILED 02:41 PM 07/18/2025
SR 20253406961 - File Number 7949696

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this day of July 18, 2025.

FOXO TECHNOLOGIES INC.

By: sc sainsbury

Name: Sebastien Sainsbury

Title: Corporate Secretary