



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) ☐ None	Entity Type
0001812360	Delwinds Insurance Acquisition Corp.	☒ Corporation
Name of Issuer		☐ Limited Partnership
FOXO TECHNOLOGIES INC.		☐ Limited Liability Company
Jurisdiction of Incorporation/Organization		☐ General Partnership
DELAWARE		☐ Business Trust
Year of Incorporation/Organization		☐ Other
☐ Over Five Years Ago		
☒ Within Last Five Years (Specify Year)	2020	
☐ Yet to Be Formed		

2. Principal Place of Business and Contact Information

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

3. Related Persons

Last Name	First Name	Middle Name
Danielson	Tyler	
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
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Potashnick	Robert	
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)		
Chief Financial Officer		

Last Name	First Name	Middle Name
Chen	Brian	
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)		
Chief Science Officer		

Last Name	First Name	Middle Name
Will	Michael	
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)		
General Counsel		

Last Name	First Name	Middle Name
Poole	Andrew	J.
Street Address 1	Street Address 2	
729 N. Washington Ave	Suite 600	
City	State/Province/Country	ZIP/Postal Code

Minneapolis	MINNESOTA	55401
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Relationship:	☐ Executive Officer	☒ Director	☐ Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Barnes	Bret	
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
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Khaleghi	Murdoc	
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
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Clarification of Response (if Necessary)

4. Industry Group

- | | | |
|--|--|---|
| ☐ Agriculture | ☐ Health Care | ☐ Retailing |
| ☐ Banking & Financial Services | ☐ Biotechnology | ☐ Restaurants |
| ☐ Commercial Banking | ☐ Health Insurance | ☐ Technology |
| ☒ Insurance | ☐ Hospitals & Physicians | ☐ Computers |
| ☐ Investing | ☐ Pharmaceuticals | ☐ Telecommunications |
| ☐ Investment Banking | ☐ Other Health Care | ☐ Other Technology |
| ☐ Pooled Investment Fund | | Travel |
| | | ☐ Airlines & Airports |

- ☐ Other Banking & Financial Services
- ☐ Business Services
- ☐ Energy
 - ☐ Coal Mining
 - ☐ Electric Utilities
 - ☐ Energy Conservation
 - ☐ Environmental Services
 - ☐ Oil & Gas
 - ☐ Other Energy
- ☐ Manufacturing
- ☐ Real Estate
 - ☐ Commercial
 - ☐ Construction
 - ☐ REITS & Finance
 - ☐ Residential
 - ☐ Other Real Estate
- ☐ Lodging & Conventions
- ☐ Tourism & Travel Services
- ☐ Other Travel
- ☐ Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|--|--|
| ☐ No Revenues | ☐ No Aggregate Net Asset Value |
| ☐ \$1 - \$1,000,000 | ☐ \$1 - \$5,000,000 |
| ☐ \$1,000,001 - \$5,000,000 | ☐ \$5,000,001 - \$25,000,000 |
| ☐ \$5,000,001 - \$25,000,000 | ☐ \$25,000,001 - \$50,000,000 |
| ☐ \$25,000,001 - \$100,000,000 | ☐ \$50,000,001 - \$100,000,000 |
| ☐ Over \$100,000,000 | ☐ Over \$100,000,000 |
| ☒ Decline to Disclose | ☐ Decline to Disclose |
| ☐ Not Applicable | ☐ 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 2023-05-26 ☐ 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, ☐ Yes ☒ No acquisition or exchange offer?

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	☐ None
Joseph Gunnar & Co. LLC	24795	
(Associated) Broker or Dealer	☒ None	(Associated) Broker or Dealer CRD Number
		☒ None
Street Address 1	Street Address 2	
30 Broad Street	11th Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10004

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

- ARIZONA
- CALIFORNIA
- COLORADO
- CONNECTICUT
- FLORIDA
- GEORGIA
- ILLINOIS
- IOWA
- KANSAS
- MARYLAND
- MICHIGAN

MINNESOTA

MISSISSIPPI

NEBRASKA

NEW JERSEY

NEW
MEXICO

NEW YORK

NORTH
CAROLINA

PENNSYLVANIA

PUERTO
RICO

TEXAS

VIRGINIA

WASHINGTON

WISCONSIN

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)

Reflects issuance of 7,955,948 shares of Issuer's Class A Common Stock in exchange for tendered Assumed Warrants. Offering amount based on closing price of Issuer's Common Stock on 5/26/2023 (date Warrant Exchange Offer consummated), which was \$0.31.

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:

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)

Issuer to pay Joseph Gunnar a total of \$200,000 for dealer manager services for the Warrant Exchange Offer and the PIK Note Offer to Amend, disclosed separately.

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.	Robert Potashnick	Robert Potashnick	Chief Financial Officer	2023-06-08