

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Casano Frank	2. Date of Event Requiring Statement (Month/Day/Year) 01/30/2014	3. Issuer Name and Ticker or Trading Symbol SG BLOCKS, INC. [SGBX]	
(Last) (First) (Middle) 3 COLUMBUS CIRCLE, 16TH FLOOR		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) NEW YORK, NY 10019		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Senior Secured Convertible Debentures	(1)	10/15/2014	Common Stock, \$0.01 par value	(2)	\$ 0.43	D	
Warrants	10/15/2013	10/15/2018	Common Stock, \$0.01 par value	1,041,861	\$ 0.4488	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Casano Frank 3 COLUMBUS CIRCLE, 16TH FLOOR NEW YORK, NY 10019	X			

# Signatures

/s/ Frank Casano		02/07/2014
Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On April 24, 2013, the Issuer issued Senior Secured Convertible Debentures ("Debentures") to Frank Casano that may be converted into Common Stock, \$0.01 par value ("Common Stock"), of the Issuer at any time prior to the Debentures maturity date of October 15, 2014.
- (2) The Debentures issued to Mr. Casano are in the principal amount of \$448,000 and are convertible into the number of shares of Common Stock equal to the Debentures' principal amount of \$448,000 divided by \$0.43, the conversion price of the Debentures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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