

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0104  
 Estimated average burden hours per response... 0.5

### 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 * Hillair Capital Investments LP		2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2016	3. Issuer Name and Ticker or Trading Symbol SG BLOCKS, INC. [SGBX]	
(Last) (First) (Middle) C/O HILLAIR CAPITAL MANGEMENT LLC, 345 LORTON AVENUE, SUITE 303	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" 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) BURLINGAME, CA 94010			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
Common Stock	25,415	D <u>(1)</u>	

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 Convertible Secured Debentures	<u>(2)</u>	<u>(2)</u>	Common Stock	2,000,000	\$ 1.25	D	
Series A Convertible Preferred Stock	<u>(3)</u>	<u>(3)</u>	Common Stock	3,352,440	\$ 1	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hillair Capital Investments LP C/O HILLAIR CAPITAL MANGEMENT LLC 345 LORTON AVENUE, SUITE 303 BURLINGAME, CA 94010		X		
Hillair Capital Management LLC C/O HILLAIR CAPITAL MANGEMENT LLC				

345 LORTON AVENUE, SUITE 303 BURLINGAME, CA 94010		X		
McAvoy Sean M C/O HILLAIR CAPITAL MANGEMENT LLC BURLINGAME, CA 94010		X		

## Signatures

Hillair Capital Investments L.P., /s/ Sean M. McAvoy, Authorized Signatory		07/08/2016
--Signature of Reporting Person		Date
Hillair Capital Management LLC, /s/ Sean M. McAvoy, Authorized Signatory		07/08/2016
--Signature of Reporting Person		Date
/s/ Sean M. McAvoy, Manager of Hillair Capital Investments L.P.		07/08/2016
--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).

The reported securities are owned directly by Hillair Capital Investments L.P., a Cayman Islands limited partnership ("Hillair Capital"), and indirectly by Hillair Capital Management LLC ("Hillair Management"), as the investment advisor of Hillair Capital, and Sean M.

(1) McAvoy, as the manager of Hillair Management. Hillair Management and Sean M. McAvoy disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(2) The Senior Convertible Secured Debentures became convertible on June 30, 2016 and expire on June 30, 2018, in the amount of \$2,500,000 in principal amount plus any accrued and unpaid interest.

(3) The Series A Convertible Preferred Stock became convertible on June 30, 2016 and has a perpetual duration.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.