
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 of earliest event reported): **February 28, 2017**

SG BLOCKS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-22563
(Commission File Number)

95-4463937
(I.R.S. Employer
Identification Number)

195 Montague Street, 14th Floor
Brooklyn, NY 11201
(Address of Principal Executive Offices, Zip Code)

Registrant's telephone number, including area code: 646-240-4235

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))
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Item 3.03. Material Modification of Rights of Security Holders.

The information provided in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 24, 2017, SG Blocks, Inc. (the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Delaware Secretary of State to effect a one-for-three reverse split of the Company’s issued and outstanding common stock (the “Reverse Stock Split”), and the Reverse Stock Split became effective on February 28, 2017 (the “Effective Time”).

At the Effective Time, every three shares of the Company’s common stock issued and outstanding were automatically combined into one share of common stock, without any change in the par value per share. The Company will not issue any fractional shares in connection with the Reverse Stock Split. Instead, fractional shares will be rounded up to the next largest whole number. The Reverse Stock Split will not modify the rights or preferences of the common stock. Proportional adjustments have been made to the conversion and exercise prices of the Company’s convertible preferred stock and stock options and to the number of shares issued and issuable under the Company’s equity compensation plans and convertible debentures.

The Company’s transfer agent, American Stock Transfer & Trust Company, LLC, is the exchange agent for the Reverse Stock Split and will correspond with stockholders of record regarding the Reverse Stock Split. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split.

The Company has applied for listing on the Nasdaq Capital Market. The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 78418A 307.

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

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

3.1 Amendment to Amended and Restated Certificate of Incorporation of SG Blocks, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 28, 2017

SG Blocks, Inc.

By: /s/ Mahesh Shetty
Mahesh Shetty
Chief Financial Officer

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 07:18 PM 02/24/2017
 FILED 07:18 PM 02/24/2017
 SR 20171261084 - File Number 2365700

**CERTIFICATE OF AMENDMENT
 TO THE AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF
 SG BLOCKS, INC.
 (A Delaware Corporation)**

Pursuant to Section 242 of the Delaware General Corporation Law, the undersigned, being the Chief Executive Officer of SG Blocks, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that the following resolutions were adopted by the Corporation's Board of Directors and its stockholders as hereinafter described:

RESOLVED: Article Fourth of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by adding the following:

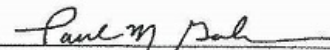
(d) On the date of effective date of this Certificate of Amendment, the Corporation will effect a reverse stock split (the "Reverse Stock Split") of its outstanding Common Stock and Preferred Stock pursuant to which every three (3) issued and outstanding shares of the Corporation's Common Stock, \$0.01 par value per share (the "Old Common Stock") shall be reclassified and converted into one (1) validly issued, fully paid and non-assessable shares of Common Stock, \$0.01 par value per share (the "New Common Stock") and every three (3) issued and outstanding shares of the Corporation's Preferred Stock, \$1.00 par value per share (the "Old Preferred Stock") shall be reclassified and converted into one (1) validly issued, fully paid and non-assessable shares of Preferred Stock, \$1.00 par value per share (the "New Preferred Stock"). Each certificate representing shares of Old Common Stock or Old Preferred Stock, as the case may be, shall thereafter represent the number of shares of New Common Stock or New Preferred Stock into which the shares of Old Common Stock or Old Preferred Stock represented by such certificate were reclassified and converted hereby. No fractional shares of the Corporation's Common Stock or Preferred Stock shall be issued as a result of the Reverse Stock Split. If the Reverse Stock Split would result in the issuance of any fractional share, the Corporation shall issue one whole share in lieu of the fractional share.

FURTHER RESOLVED: That the effective date of this Certificate of Amendment shall be February 28, 2017.

The foregoing resolutions and this Certificate of Amendment were adopted by the Board of Directors of the Corporation pursuant to a joint written consent dated December 30, 2016 of the directors of the Corporation, in accordance with Section 141 of the Delaware General Corporation Law, and of holders of a majority of the outstanding shares of the Corporation's voting stock, in accordance with Section 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of this Corporation, has executed this Certificate of Amendment to the Corporation's Certificate of Incorporation, as amended, as of February 24, 2017.

SG Blocks, Inc.

By: 
 Paul M. Galvin, Chief Executive Officer