

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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 * Shetty Mahesh S <small>(Last) (First) (Middle)</small> C/O SG BLOCKS, INC., 195 MONTAGUE STREET, 14TH FLOOR <small>(Street)</small> BROOKLYN, NY 11201 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol SG BLOCKS, INC. [SGBX*] 3. Date of Earliest Transaction (Month/Day/Year) 03/10/2017		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO	
		4. If Amendment, Date Original Filed(Month/Day/Year)		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	

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	(1)	03/10/2017		A		79,468	(3)	03/10/2027	Common Stock	79,468	\$ 0 (4)	79,468	D	
Stock Option (right to buy)	(2)	03/10/2017		A		52,978	(3)	03/10/2027	Common Stock	52,978	\$ 0 (4)	52,978	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shetty Mahesh S C/O SG BLOCKS, INC., 195 MONTAGUE STREET, 14TH FLOOR BROOKLYN, NY 11201	X		CFO	

## Signatures

/s/ Mahesh Shetty	03/14/2017
<small>Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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) The options, issued under the issuer's stock incentive plan, will have an exercise price equal to the price per share at which the public purchases shares of common stock in the offering pursuant to which a registration statement on Form S-1 was filed with the Securities and Exchange Commission on February 6, 2017.

The options, issued under the issuer's stock incentive plan, will have an exercise price equal to 120% of the price per share at which the public purchases shares of common stock in

- (2) the offering pursuant to which a registration statement on Form S-1 was filed with the Securities and Exchange Commission on February 6, 2017.
- (3) The options will vest and become exercisable in three tranches, with 1/3 of each option vesting upon the achievement of any one of three performance targets, as specified in the stock option agreement.
- (4) The options were granted under the issuer's stock incentive plan and without payment of consideration in connection with the reporting person's employment with the issuer.

**Remarks:**

\* The issuer intends to apply for quotation or listing under this symbol in the future.

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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