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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

SG BLOCKS, INC.

(Exact name of registrant as specified in its charter)

Delaware

95-4463937

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

195 Montague Street, 14th Floor
Brooklyn, NY

11201

(Address of principal executive offices)

(zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of the exchange on which
each class is to be registered**

Common Stock, par value \$0.01 per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-215922**

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are shares of common stock, par value \$0.01 per share (the "Common Stock"), of SG Blocks, Inc. (the "Registrant"). The information required by this Item 1 is incorporated herein by reference to the information set forth under the heading "Description of Capital Stock" in the prospectus constituting a part of the Registration Statement on Form S-1, as amended (Registration No. 333-215922), filed by the Registrant with the Securities and Exchange Commission. The description of the Common Stock included in any form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated herein by reference.

Item 2. Exhibit

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the Nasdaq Capital Market and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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: March 20, 2017

SG Blocks, Inc.

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