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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): **May 11, 2017**

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

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

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**000-22563**  
(Commission File Number)

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**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 11, 2017, SG Blocks, Inc. (the “Company”) filed a Certificate of Amendment (the “Preferred Stock Amendment”) to the Certificate of Designation of Preferences, Rights and Limitations (the “Certificate of Designation”) of its Series A Convertible Preferred Stock (the “Preferred Stock”) with the Secretary of State of the State of Delaware to increase the stated value of the Preferred Stock, as described in Section 2 of the Certificate of Designation, from \$1.00 to \$3.00. The Preferred Stock Amendment was approved by holders of a majority of the outstanding shares of the Preferred Stock.

A copy of the Preferred Stock Amendment is attached hereto 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 [Certificate of Amendment to Certificate of Designation, dated May 11, 2017.](#)

**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: May 12, 2017

SG Blocks, Inc.

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

**INDEX TO EXHIBITS**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 3.1            | <a href="#">Certificate of Amendment to Certificate of Designation, dated May 11, 2017.</a> |

# Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SG BLOCKS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 2017, AT 1:56 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2365700 8100  
SR# 20173364284

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202524967  
Date: 05-11-17

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:56 PM 05/11/2017  
FILED 01:56 PM 05/11/2017  
SR 20173364284 - File Number 2365700

SG BLOCKS, INC.  
**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF DESIGNATION OF  
PREFERENCES, RIGHTS AND LIMITATIONS  
OF  
SERIES A CONVERTIBLE PREFERRED STOCK**

SG Blocks, Inc. (the "*Corporation*"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "*DGCL*"), does hereby certify as follows:

**First:** The Corporation's Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock (the "*Certificate of Designation*") was filed with the Secretary of State of the State of Delaware on June 30, 2016.

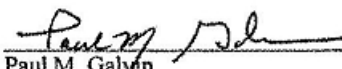
**Second:** The Board of Directors of the Corporation, acting (i) in accordance with Section 4 of the Certificate of Designation and Article Fourth, Section (c) of the Company's Amended and Restated Certificate of Incorporation and (ii) pursuant to the authority vested in the Board by written consent of a majority of the outstanding holders of the Series A Convertible Preferred Stock on May 8, 2017, adopted resolutions amending the Certificate of Designation as provided below.

**Third:** Section 2 of the Certificate of Designation is deleted in its entirety and a new Section 2 inserted in lieu thereof to read as follows:

Section 2. Designation, Amount and Par Value. 5,405,010 shares of the Company's preferred stock, \$1.00 par value per share, shall be designated as its Series A Convertible Preferred Stock (the "*Preferred Stock*"). The number of shares so designated shall not be subject to increase without the written consent of all of the holders of the Preferred Stock (each, a "*Holder*" and collectively, the "*Holders*"). Each share of Preferred Stock shall have a stated value equal to \$3.00 (the "*Stated Value*").

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to the Certificate of Designation to be duly executed and acknowledged by its undersigned duly authorized officer this 10th day of May, 2017.

SG BLOCKS, INC.

By:   
Name: Paul M. Galvin  
Title: Chief Executive Officer

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