

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 * Hillair Capital Investments LP <small>(Last) (First) (Middle)</small> C/O HILLAIR CAPITAL MANAGEMENT LLC, 345 LORTON AVENUE, SUITE 303 <small>(Street)</small> BURLINGAME, CA 94010 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol SG BLOCKS, INC. [SGBX]		5. 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)	
		3. Date of Earliest Transaction (Month/Day/Year) 08/31/2017			
		4. If Amendment, Date Original Filed (Month/Day/Year)		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	

### 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			
Common Stock	08/31/2017		J(1)		315,238	D	\$ 0 (2)	622,726 (3)	D (4)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

### 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						
Stock Option (right to buy)	\$ 3	08/31/2017		J(1)		11,203	(5)	10/31/2026	Common Stock	\$ 0 (2)	11,203	22,131	D (4)	

## Reporting Owners

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

## Signatures

Hillair Capital Investments L.P., /s/ Sean M. McAvoy, Authorized Signatory	01/05/2018
<small>**Signature of Reporting Person</small>	Date
Hillair Capital Management LLC, /s/ Sean M. McAvoy, Authorized Signatory	01/05/2018
<small>**Signature of Reporting Person</small>	Date

/s/ Sean M. McAvoy

Signature of Reporting Person

01/05/2018

Date

## 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).

- Pursuant to a Participation Agreement, dated August 31, 2017, between Hillair Capital Investments L.P., a Cayman Islands limited partnership ("Hillair Investments"), acting through its general partner, Hillair Capital Advisors LLC, and HSPL Holdings, LLC ("HSPL"), Hillair Investments agreed to transfer to HSPL (i) 315,238 shares of the issuer's common stock and (ii) options to purchase 11,203 shares of the issuer's common stock, as soon as reasonably practicable after certain lock-up restrictions on such shares expire, in exchange for HSPL's withdrawal of participation in the master fund managed by Hillair Investments.
- (1) The shares and options were distributed in-kind from Hillair Investments to HSPL in partial satisfaction of a withdrawal from the master fund managed by Hillair Investments.
  - (2) Increase in share number due to the inadvertent omission of 345 shares held by the reporting persons from prior reports.
  - (3) The securities reported herein are owned directly by Hillair Investments, and indirectly by Hillair Capital Management LLC ("Hillair Management"), as the investment advisor of Hillair Capital, and Sean M. McAvoy, as the manager of Hillair Management. Hillair Management disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
  - (4) The options have vested in their entirety and are fully exercisable.
  - (5)

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.