
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 1, 2018**

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

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38037
(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))

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 1, 2018, Stevan Armstrong accepted the position of Chief Technology Officer and stepped down from his positions as President and Chief Operating Officer of SG Blocks, Inc. (the “Company”). In addition, the Board of Directors of the Company appointed Mahesh Shetty, who has served as the Chief Financial Officer and a director of the Company since July 2016, as President. Mr. Shetty will continue in his role as Chief Financial Officer. The resignation and appointments are effective February 1, 2018.

Biographical information regarding Mr. Armstrong and Mr. Shetty is set forth in the Company’s prospectus as filed with the Securities and Exchange Commission on June 22, 2017, and such information is incorporated herein by reference.

On February 5, 2018, the Company issued a press releasing announcing the changes to the Company’s management discussed above, a copy of which is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

The following exhibit is furnished as part of this report:

99.1 [Press Release, dated February 5, 2018.](#)

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 6, 2018

SG Blocks, Inc.

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

INDEX TO EXHIBITS

Exhibit	Description
99.1	Press Release, dated February 5, 2018.

SG Blocks Announces Management Appointments and Organizational Changes to Support Record Backlog and New Customer Additions

Leading Innovator of Container-Based Structures Names Mahesh Shetty as President and Stevan Armstrong as Chief Technology Officer

BROOKLYN, NY – February 5, 2018 – SG Blocks, Inc. (NASDAQ: SGBX), a leading designer, innovator and fabricator of container-based structures, today named Mahesh Shetty as the company's new President. Shetty assumes the role from company Co-Founder Stevan Armstrong, who was appointed SG Blocks' Chief Technology Officer.

Shetty, who will remain as SG Blocks' CFO, has been with SG Blocks since March 2016 and is also on the Board of Directors. In his new role, he will also manage and implement company strategy, supervise other executive team members and oversee finances. Armstrong, who helped launch the company in 2007, will manage all of SG Blocks' technological aspects and research & development.

"Mahesh and Stevan have both been critical to our success in going public," stated Paul Galvin, Chairman and CEO. "They have proven to be exceptional leaders and SG Blocks will continue to greatly benefit from their talents and experiences as they take on new leadership roles. I am thrilled to announce Mahesh's promotion to President of SG Blocks and Stevan's to Chief Technology Officer and look forward to our continued success."

"I knew Paul was a leader from the first time I met him and embraced his philosophy of revolutionizing the construction industry," stated Shetty. "Paul is a true visionary and I look forward to taking on the operational leadership role and working closely with him to develop many more superior buildings utilizing our eco-friendly, efficient container-based building process."

Stevan Armstrong commented: "Paul and I have been working together for the past 11 years and have impacted many industries – from retail to food & beverage to hospitality – through our innovative building designs and developments. In my new role, I will lead the way in implementing the latest technology to ensure our processes are even more effective, innovative and economical. SG Blocks is the new operating system for construction, an industry which lags in digitization and has not seen true innovation in decades."

Before joining SG Blocks, Shetty served as CFO and in executive finance and operational leadership roles with Fortune 500 and mid-size private and public companies in the real estate, manufacturing, technology and service industries after starting his career with PwC. Shetty holds an MBA from the University of Texas at Dallas and a Bachelor of Science degree from Osmania University, India majoring in banking, economics and accounting with a French minor. He is a Certified Public Accountant, a Certified Information Technology Professional, a Chartered Global Management Accountant and a Fellow Chartered Accountant.

Prior to joining SG Blocks, Armstrong was a minority partner, owner and Chief Construction Officer for Stratford Companies, a large Senior Housing development group, where he had complete responsibility for all engineering, design, construction and commissioning of over \$250,000,000 of facilities. Previously, Armstrong served as Executive Vice President for Operations of Hospital Affiliates Development Corp. He also brings 30 years of engineering and construction experience from active and reserve duty as a Civil Engineering Corps Officer for the United States Navy, retiring as Assistant Chief of Staff for Operations in the Atlantic Seabees (Navy Construction Battalions) both Active and Reserve based out of Norfolk, VA with 8,000 construction troops reporting to headquarters.

Armstrong holds a Master of Science in Engineering from George Washington University and a Bachelors of Architectural Engineering from Penn State University.

About SG Blocks, Inc.

SG Blocks, Inc. is a premier innovator in advancing and promoting the use of code-engineered cargo shipping containers for safe and sustainable construction. The firm offers a product that exceeds many standard building code requirements, and also supports developers, architects, builders and owners in achieving greener construction, faster execution, and stronger buildings of higher value. Each project starts with GreenSteel™, the structural core and shell of an SG Blocks building, and then customized to client specifications. For more information, visit www.sgblocks.com.

Forward-Looking Statements

Certain statements in this press release constitute "forward-looking statements" within the meaning of the federal securities laws. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While SG Blocks believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward-looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including without limitation those set forth in the SG Blocks' filings with the Securities and Exchange Commission (the "SEC") Thus, actual results could be materially different. SG Blocks expressly disclaims any obligation to update or alter statements whether as a result of new information, future events or otherwise, except as required by law.

Contact Information

Media
Kati Bergou
Rubenstein Public Relations
Vice President
212-805-3014
kbergou@rubensteinpr.com

Investor Relations
Chris Tyson
MZ North America
Managing Director
949-491-8235
chris.tyson@mzgroup.us