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**U.S. SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
Under  
**The Securities Act of 1933**

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**SG BLOCKS, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**95-4463937**  
(IRS Employer  
Identification No.)

**195 Montague Street, 14th Floor, Brooklyn, NY 11201**  
(Address of principal registered offices) (Zip Code)

**SG Blocks, Inc. Stock Incentive Plan**  
(Full title of the Plan)

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**Paul M. Galvin**  
**SG Blocks, Inc.**  
**195 Montague Street, 14th Floor**  
**Brooklyn, NY 11201**  
(Agent for Service of Process)

**(646) 240-4235**  
(Telephone number, including area code, of agent for service)

*With a copy to:*  
**David D. Watson**  
**Thompson Hine LLP**  
**3900 Key Center, 127 Public Square**  
**Cleveland, Ohio 44114-1291**  
**(216) 566-5598**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

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### CALCULATION OF REGISTRATION FEE

<u>Title of Securities to be Registered</u>	<u>Amount to be Registered(1)</u>	<u>Proposed Maximum Offering Price Per Share(2)</u>	<u>Proposed Maximum Aggregate Offering Price(2)</u>	<u>Amount of Registration Fee</u>
Common Stock, \$0.01 par value per share, to be issued pursuant to the SG Blocks, Inc. Stock Incentive Plan	1,000,000 shares	\$ 4.87	\$ 4,865,000	\$ 605.69

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") also covers such additional shares of common stock, par value \$0.01 per share (the "Common Stock"), of SG Blocks, Inc. (the "Registrant") that may become issuable under the SG Blocks, Inc. Stock Incentive Plan (the "Incentive Plan") by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act and based upon the average of the high and low trading prices of the Registrant's Common Stock as reported by The Nasdaq Stock Market LLC on May 30, 2018.
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## **EXPLANATORY NOTE**

This Registration Statement registers an additional 1,000,000 shares of Common Stock which are authorized for issuance under the Incentive Plan, pursuant to an amendment to the Incentive Plan which was approved by the Registrant's stockholders at the 2018 annual meeting of stockholders held on June 1, 2018.

The Registrant previously filed a Registration Statement on Form S-8 (File No. 333-223950) with the U.S. Securities and Exchange Commission (the "SEC") to register 1,500,000 shares of Common Stock for issuance pursuant to the Incentive Plan.

Upon the effectiveness of this Registration Statement, an aggregate of 2,500,000 shares of Common Stock will be registered for issuance from time to time under the Incentive Plan. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-223950) filed with the SEC on March 27, 2018 are hereby incorporated by reference, except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statements are presented herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of SG Blocks, Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K as filed by SG Blocks, Inc. with the Securities and Exchange Commission on July 7, 2016).</u></a>
4.2	<a href="#"><u>Amendment to Amended and Restated Certificate of Incorporation of SG Blocks, Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K as filed by SG Blocks, Inc. with the Securities and Exchange Commission on February 28, 2017).</u></a>
4.3	<a href="#"><u>Amended and Restated By-laws of SG Blocks, Inc. (incorporated herein by reference to Exhibit 3.4 to the Annual Report on Form 10-K as filed by SG Blocks, Inc. with the Securities and Exchange Commission on February 21, 2017).</u></a>
4.4	<a href="#"><u>SG Blocks, Inc. Stock Incentive Plan (incorporated herein by reference to the Information Statement on Schedule 14C as filed by SG Blocks, Inc. with the Securities and Exchange Commission on February 8, 2017).</u></a>
4.5	<a href="#"><u>Amendment No. 1 to SG Blocks, Inc. Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K as filed by SG Blocks, Inc. with the Securities and Exchange Commission on June 5, 2018).</u></a>
4.6	<a href="#"><u>Form of SG Blocks, Inc. Incentive Stock Option Agreement (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K as filed by SG Blocks, Inc. with the Securities and Exchange Commission on November 1, 2016).</u></a>
4.7	<a href="#"><u>Form of SG Blocks, Inc. Non-Qualified Stock Option Agreement (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K as filed by SG Blocks, Inc. with the Securities and Exchange Commission on November 1, 2016).</u></a>
5.1+	<a href="#"><u>Opinion of Thompson Hine LLP.</u></a>
23.1+	<a href="#"><u>Consent of Whitley Penn LLP, Independent Registered Public Accounting Firm.</u></a>
23.3+	<a href="#"><u>Consent of Thompson Hine LLP (included in Exhibit 5.1).</u></a>
24.1+	<a href="#"><u>Power of Attorney (included on signature page).</u></a>

+ Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 5, 2018.

### SG BLOCKS, INC.

By: /s/ Paul M. Galvin  
Paul M. Galvin  
Chief Executive Officer and Chairman of the Board

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below does hereby constitute and appoint jointly and severally, Paul M. Galvin and Mahesh S. Shetty, or either of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place, and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file each of the same, with all exhibits thereto, and other documents in connection therewith or herewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same as fully, to all intents and purposes, as they, he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul M. Galvin</u> Paul M. Galvin	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 5, 2018
<u>/s/ Mahesh S. Shetty</u> Mahesh S. Shetty	President, Chief Financial Officer and Director (Principal Financial Officer and Principal Accounting Officer)	June 5, 2018
<u>/s/ Balan R. Ayyar</u> Balan R. Ayyar	Director	June 5, 2018
<u>/s/ Yaniv Blumenfeld</u> Yaniv Blumenfeld	Director	June 5, 2018
<u>/s/ Christopher Melton</u> Christopher Melton	Director	June 5, 2018
<u>/s/ Sean McAvoy</u> Sean McAvoy	Director	June 5, 2018
<u>/s/ A. Richard Moore, Jr.</u> A. Richard Moore, Jr.	Director	June 5, 2018



ATLANTA

CLEVELAND

DAYTON

WASHINGTON, D.C.

CINCINNATI

COLUMBUS

NEW YORK

June 5, 2018

SG Blocks, Inc.  
195 Montague Street, 14th Floor  
Brooklyn, New York 11201

Re: Registration Statement on Form S-8 — SG Blocks, Inc. Stock Incentive Plan

Ladies and Gentlemen:

SG Blocks, Inc., a Delaware corporation (the “Company”), is filing with the Securities and Exchange Commission (the “Commission”) a Registration Statement on Form S-8 (the “Registration Statement”) for the registration, under the Securities Act of 1933, as amended (the “Securities Act”), of 1,000,000 shares of common stock, \$0.01 par value, of the Company (the “Common Stock”) to be issued from time to time pursuant to the terms of the SG Blocks, Inc. Stock Incentive Plan (the “Plan”), as amended, and the authorized forms of incentive stock option, non-qualified stock option or other applicable award agreements thereunder (the “Award Agreements”).

Item 601 of Regulation S-K and the instructions to Form S-8 require that an opinion of counsel concerning the legality of the securities to be registered be filed as an exhibit to a Form S-8 registration statement if the securities are original issue shares. This opinion is provided in satisfaction of that requirement as it relates to the Registration Statement.

In rendering this opinion, we have examined copies of (a) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as amended, (b) the Plan and (c) such records and documents as we have deemed advisable in order to render this opinion. In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to the originals or certified copies of all documents submitted to us as copies thereof.

As a result of the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that, under the laws of the State of Delaware, when issued pursuant to the Plan and the Award Agreements, the Common Stock that is the subject of the Registration Statement will be validly issued, fully paid and non-assessable.

In rendering this opinion, we have assumed that the resolutions authorizing the Company to issue the Common Stock pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Common Stock is issued by the Company, and that the Company will take no action inconsistent with such resolutions. We have further assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Thompson Hine LLP

Thompson Hine LLP

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THOMPSON HINE LLP  
ATTORNEYS AT LAW

3900 Key Center  
127 Public Square  
Cleveland, Ohio 44114-1291

www.ThompsonHine.com  
O: 216.566.5500  
F: 216.566.5800

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of SG Blocks, Inc. of our report dated March 1, 2018, relating to our audit of the consolidated balance sheets of SG Blocks, Inc. and subsidiaries as of December 31, 2017 and 2016, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for the year ended December 31, 2017 and the six month periods ended June 30, 2016 (Predecessor) and December 31, 2016 (Successor), which report appears in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ Whitley Penn LLP

Dallas, Texas  
June 5, 2018