
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): **December 13, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 13, 2018, SG Blocks, Inc. (the “*Company*”) filed a Certificate of Elimination to its Amended and Restated Certificate of Incorporation (as amended, the “*Certificate of Incorporation*”) with the Secretary of the State of Delaware, eliminating from the Certificate of Incorporation all matters set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock with respect to the Company’s Series A Convertible Preferred Stock.

A copy of the Certificate of Elimination is filed as Exhibit 3.1 hereto 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:

3.1 [Certificate of Elimination of Series A Convertible Preferred Stock.](#)

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: December 17, 2018

SG Blocks, Inc.

By: /s/ Mahesh S. Shetty

Mahesh S. Shetty

President and Chief Financial Officer

**CERTIFICATE OF ELIMINATION
OF
SERIES A CONVERTIBLE PREFERRED STOCK
OF
SG BLOCKS, INC.**

(Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware)

SG Blocks, Inc., a corporation organized and existing under the laws of the State of Delaware (the “*Company*”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “*DGCL*”), hereby certifies as follows:

FIRST: Pursuant to the authority granted to the Board of Directors of the Company (the “*Board*”) pursuant to the Company’s Amended and Restated Certificate of Incorporation (as amended, the “*Certificate of Incorporation*”) and Section 151(g) of the DGCL, the Board previously authorized the issuance of, and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions of, 5,405,010 shares of Series A Convertible Preferred Stock, par value \$1.00 per share (the “*Series A Preferred Stock*”), as evidenced by the Certificate of Designation of Preferences, Rights and Limitations with respect to such Series A Preferred Stock filed with the Secretary of State of the State of Delaware on June 30, 2016 (as amended, the “*Series A Certificate of Designation*”).

SECOND: No shares of Series A Preferred Stock are outstanding, and none will be issued subject to the Series A Certificate of Designation governing such Series A Preferred Stock.

THIRD: The Board has duly adopted the following resolutions approving the elimination of the Series A Preferred Stock, which resolutions remain in full force and effect as of the date hereof:

RESOLVED, that none of the authorized shares of Series A Preferred Stock are outstanding, and none will be issued subject to the Series A Certificate of Designation;

FURTHER RESOLVED, that the Authorized Officers (as defined below) be, and each of them hereby is, authorized and directed in the name and on behalf of the Company to file a Certificate of Elimination with the Secretary of State of the State of Delaware pursuant to Section 151(g) of the DGCL, substantially in the form provided to the Board, setting forth a copy of these resolutions (the “*Certificate of Elimination*”);

FURTHER RESOLVED, that when the Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Certificate of Incorporation all matters set forth in the Series A Certificate of Designation with respect to the Series A Preferred Stock and all of the shares that were designated as Series A Preferred Stock shall be returned to the status of authorized but unissued shares of preferred stock of the Company, without designation as to series;

FURTHER RESOLVED, that the executive officers of the Company and any other officer of the Company authorized by any such executive officer (individually an “*Authorized Officer*” and collectively, the “*Authorized Officers*”), and each such Authorized Officer, acting alone and requiring no other signature by any of the other Authorized Officers, be, and hereby is, authorized, empowered and directed to exercise all the powers and responsibilities of the Authorized Officers as set forth in these resolutions; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized and directed in the name and on behalf of the Company to take all other actions and to execute and deliver such other documents, in addition to those set forth in the foregoing resolutions, as they may deem necessary or advisable in order to effect the purposes of the foregoing resolutions, and that all such actions heretofore so taken be, and they hereby are, in all respects ratified, confirmed and approved.

FOURTH: Pursuant to the provisions of Section 151(g) of the DGCL, all matters set forth in the Series A Certificate of Designation with respect to the Series A Preferred Stock are hereby eliminated from the Certificate of Incorporation, and the shares that were designated as Series A Preferred Stock are hereby returned to the status of authorized but unissued shares of preferred stock of the Company, without designation as to series.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be signed by its duly authorized officer on the 13th day of December, 2018.

SG BLOCKS, INC.

By: /s/ Paul M. Galvin
Name: Paul M. Galvin
Title: Chairman and Chief Executive Officer