

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 15, 2020**

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01	SGBX	The Nasdaq Stock Market LLC

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 of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective May 15, 2020, SG Blocks, Inc. (the “Company”), increased the base salary of Gerald Sheeran, its Acting Chief Financial Officer, from \$120,000 to \$180,000. In December 2019, as a cost-cutting measure, Mr. Sheeran had agreed to a reduction in his base salary from \$180,000 to \$120,000. As a result of the increase approved effective May 15, 2020, Mr. Sheeran’s annual base salary has been restored to its pre-December 2019 level.

**Item 8.01. Other Events.**

Pursuant to the terms of the Underwriting Agreement dated May 6, 2020 by and among the Company and ThinkEquity, a division of Fordham Financial Management, Inc., as representatives of the several underwriters named therein (“ThinkEquity”), ThinkEquity was granted an over-allotment option to purchase up to an additional 900,000 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), in connection with the previously announced public offering. On May 15, 2020, ThinkEquity exercised in full such option with respect to all 900,000 shares of the Company’s Common Stock (the “Option Shares”).

After giving effect to the full exercise of the over-allotment option, the total number of shares of Common Stock sold by the Company in the public offering was 6,900,000 shares of Common Stock and total gross proceeds to the Company, before deducting underwriting discounts and commissions and other offering expenses payable by the Company, were approximately \$17.25 million.

On May 15, 2020, the Company issued a press release announcing the full exercise and closing of the over-allotment option. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed with this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release of SG Blocks, Inc., dated May 15, 2020</a>

**SIGNATURES**

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 15, 2020

SG Blocks, Inc.

By: /s/ Paul Galvin  
Paul Galvin  
Chairman and CEO

## SG Blocks Announces Full Exercise and Closing of Underwriters Over-Allotment in Public Offering

NEW YORK

**SG Blocks, Inc.** (NASDAQ:**SGBX**), a leading designer, fabricator and innovator of container-based structures, today announced the closing of the issuance of an additional 900,000 shares of common stock pursuant to the exercise in full of the underwriters' over-allotment option in connection with its public offering that closed on May 11, 2020. The additional shares were sold at the offering price of \$2.50 per share, generating additional gross proceeds of \$2.25 million to the Company and bringing the total gross proceeds from the offering to \$17.25 million. The shares were sold pursuant to a registration statement on Form S-1 (No. 333-237682) previously filed with the U.S. Securities and Exchange Commission (the "SEC") and subsequently declared effective on May 6, 2020.

ThinkEquity, a division of Fordham Financial Management, Inc., acted as sole book-running manager for the offering.

### **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](http://www.sgblocks.com).

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