

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): **June 19, 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.

On June 18, 2020, SG Blocks, Inc. (the “Company”) advised Mahesh Shetty that the Nominations and Corporate Governance Committee had met on June 17, 2020 and selected the slate of Director nominees to be presented to the stockholders for election as Directors of SG Blocks, Inc. at the 2020 Annual Meeting of Stockholders, which slate of Director nominees did not include Mr. Shetty.

On June 19, 2020, the Company received an email from Mr. Shetty stating that he did not wish to stand for election based on disagreements with Board and management relating to what Mr. Shetty alleged to be “the Board’s insistence on filing false and misleading statements with the SEC and the Board’s treatment of me as an employee during my employment with the Company and as a Director after the termination of my employment”.

As previously disclosed, the Company is currently in litigation with Mr. Shetty (*See, Shetty v. SG Blocks, Inc. et. al.*, Case No. 20-CV-00550, United States District Court, Eastern District of New York).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit Number	Description
17.1	Email from Mahesh Shetty, dated June 19, 2020.

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.

SG Blocks, Inc.

Dated: June 22, 2020

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

Dear Mr. Gracin,

I have left Mr. Soulios out of this email, since as you know, he is not allowed to be in direct communication with me. I have copied the company's independent Board members.

I received your email from yesterday afternoon copying Steven Soulios and Leslie Marlow informing me that "the Nominations and Corporate Governance Committee met last night (June 17, 2020) and selected the slate of Director nominees to be presented to the stockholders for election as Directors of SG Blocks, Inc. at the 2020 Annual Meeting of Stockholders." I see from your June 18, 2020 email that the nominations and Corporate Governance Committee "determined not to include" me as a Director nominee.

I appreciate you giving me this information, but you should know that I did not request to be included on the slate of Director nominees because, as I have repeatedly advised the Board, I am deeply concerned with the Board's insistence on filing false and misleading statements with the SEC and the Board's treatment of me as an employee during my employment with the Company and as a Director after the termination of my employment. I have attached emails previously sent to the Board for reference.

It is clear to me that the Board and the Company has no interest in correcting its improper filings, and I have no confidence that it will commit itself to making proper filings on a going forward basis.

Please file an 8K reflecting my decision not to stand for election based on disagreements with Board and management as detailed in the attached emails.

I will review and approve the 8K before it is filed.

Thank you very much



Mahesh Shetty | Director |

Direct: 214.415.3057