

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 29, 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
<b>Common Stock, par value \$0.01</b>	<b>SGBX</b>	<b>The Nasdaq Stock Market LLC</b>

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 8.01. Other Events**

SG Blocks, Inc. (the “Company”) will be making corporate presentations over the next few weeks. In connection with the presentations, the Company intends to discuss the slide presentation attached as Exhibit 99.1 hereto, which is incorporated herein by reference.

The slide presentation attached as Exhibit 99.1 to this Report includes “safe harbor” language pursuant to the Private Securities Litigation Reform Act of 1995, as amended, indicating that certain statements contained in the slide presentation or in the press release are “forward-looking” rather than historical.

The Company undertakes no duty or obligation to update or revise information included in this Current Report or 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="#">SG Blocks, Inc. investor presentation dated June 29, 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.

SG Blocks, Inc.

Dated: June 29, 2020

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



sgblocks

SGBX  
Nasdaq Listed

# IDEAS. UNCONTAINED.

Investor Presentation  
June 2020

# Safe Harbor

This presentation includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended about our current expectations and projections about future events. In some cases forward-looking statements can be identified by terminology such as, but not limited to, “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “project,” “seek,” “should,” “strategy,” “target,” “will,” “would” and similar expressions or variation. The statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, our ability to continue as a going concern; our ability to raise additional working capital; our ability to profit from our new licensing model; our ability to increase product demand and market acceptance for our products; our ability to generate revenue from our distributorship agreement with Osang Healthcare Co. LTD; our ability to generate revenue from our MOU agreement with Transcend Onsite Care; our ability to use working capital resources effectively and efficiently; our ability to maintain our listing on the Nasdaq Capital Market, our ability to attract key personnel; our ability to maintain and add new relationships and suppliers, vendors and customers and those discussed in the section titled “Risk Factors” included under Part II, Item 1A below and those identified under Part 1, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2019 and subsequent quarterly reports on Form 10-Q. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

# SG Blocks Enters the Medical Diagnostic Market Distribution Agreement with Osang Healthcare



- OSANG is a South Korean based global manufacturer and distributor of state-of-the-art medical supplies
- OSANG currently exports its diagnostic biosensors for blood glucose, HbA1c and cholesterol
- OSANG's GeneFinder™ COVID-19 Plus RealAmp Kit is the One-Step Reverse Transcription Real-Time PCR Kit designed to detect Novel Corona virus (COVID-19) qualitatively through Reverse Transcription reaction and Real-Time Polymerase Chain Reaction
- Received European certification (CE-IVD) for its COVID-19 test in February and local regulatory approval for exports in March
- OSANG was awarded a FEMA contract in April 2020 for COVID-19 test kits: <https://www.cnn.com/2020/04/13/politics/south-korea-coronavirus-tests/index.html>

# GeneFinder™ COVID-19 Plus RealAmp Kit



GeneFinder™ COVID-19 Plus RealAmp Kit has been purchased by FEMA

*(FEMA purchases are not through SG Blocks)*

**GeneFinder™ COVID-19 Plus RealAmp Kit** is the **One-Step Reverse Transcription Real-Time PCR Kit** designed to detect Novel Corona virus (COVID-19) qualitatively through Reverse Transcription reaction and Real-Time Polymerase Chain Reaction

#### Main Features:

- Target Genes: RdRp, N, E
- About 120 minutes detection for COVID-19
- Reverse Transcription reaction and Real-Time Polymerase Chain Reaction
- Easy-to-use (One-Tube) and interpretation

GeneFinder™ COVID-19 Plus RealAmp Kit is validated on Bio-Rad CFX96 and Thermo Fisher's AB7500 system (Standard/Fast).



Bio-Rad/CFX96



Applied Biosystems  
7500 Real-time PCR System (ST/FAST) 4

**SGBX**  
Nasdaq Listed

**OHC**  
OSANG HEALTHCARE

# Construction Productivity in the U.S. since 1945 has remained Flat...

**WE** HAVE A BETTER SOLUTION....

Source: McKinsey's Capital Projects & Infrastructure Practice, June 2016.

**SGBX**  
Nasdaq listed



# Global Construction Market

## Global Modular Construction Market

+6.5%  
CAGR

**\$112B**  
in 2018

*Source: Grand View Research*

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**WE REPURPOSE  
SHIPPING CONTAINERS INTO  
ICONIC STRUCTURES**

**SGBX**  
Nasdaq L<sup>ist</sup>ed

# Containers Are...

## STRONG.

- Containers are **STRONG**, resilient, maritime-grade structures
- Engineered to self-center and lock into place when stacked
- At maximum weight containers can be stacked 9 stories high

## Fast.

- Builders save time and money and deliver a structure *Faster* to an end-user
- Containers are already "squared" which eliminates significant time in the construction process.

## Green.

- Repurposed containers greatly offset a development's carbon footprint, reducing resource use
- *There are an estimated 30 million unused shipping containers in the world.*

- The World Shipping Council, 2015

LOWER COST - FASTER TIME TO MARKET

# Modular Construction

ARCHITECTURE &  
ENGINEERING



SITE WORK

CONTAINER  
MODIFICATIONS



MODULAR  
FINISHING WORK



TRANSPORT TO SITE



INSTALLATION



COMPLETED PROJECT



## CONTAINER FACTS

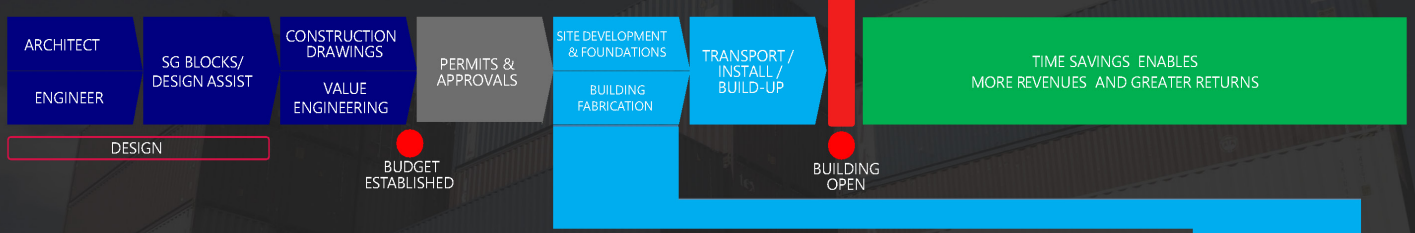
CSC requirements for 50,000 pound capacity that can withstand lateral forces that exceed CA seismic standards and Miami Dade hurricane codes

Made from heavy gauge Core-Ten steel construction with plywood subflooring

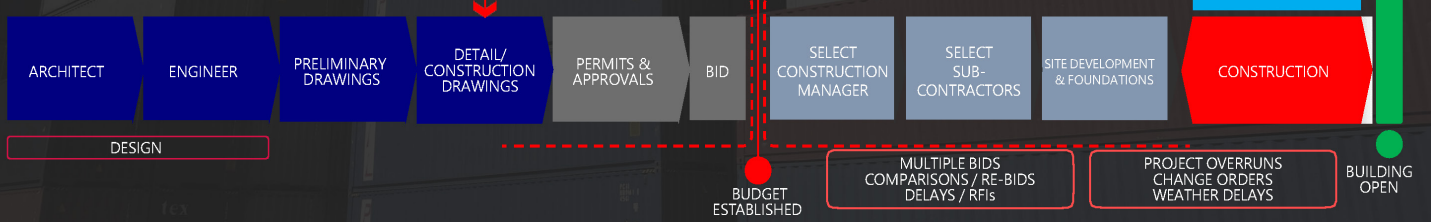
**SGBX**  
Nasdaq Listed

# How SG Blocks Accelerates Construction

## SG BLOCKS MODULAR CONSTRUCTION



## TRADITIONAL SITE BASED CONSTRUCTION



**SG BLOCKS' CONSTRUCTION CYCLE IS ~45% FASTER**

**SGBX** EXPEDITED CONSTRUCTION CYCLE TRIGGER SAVINGS ON: LOAN INTEREST, BUILDERS RISK INSURANCE, GENERAL LIABILITY INSURANCE AND MORE  
Nasdaq Listed

# The Modular Difference: Better Product, Superior Returns

## Significantly Improved IRR.

	Conventional	SG Blocks
Cash-on-Cash Return	2.04x	2.66x
Project IRR	16.14%	26.78%

- SG Blocks has a modular construction with lower cost of capital over traditional construction, enabling developers to increase the number and size of projects they deploy

## Rapid & Cost Effective Construction Process.

- SG Blocks building costs to developers are ~\$250/sq. foot, or ~13% less than with traditional construction, as a result of:
  - Savings on labor, security & insurance
  - Construction interest savings due to ~40% reduction in construction duration
- Allows the project to generate revenue when it would otherwise be under construction, further increasing project-level IRR

## Industrywide Acceptance via ESR.

- SG Blocks' ESR rating provides a significant advantage over comparable firms, as it expedites the review process with building departments
- This allows SG Blocks to bid on construction projects where developers may not have a preference whether a project is container based, and compete via traditional construction metrics such as cost, speed etc.

# We Are Exclusive With The #1 Distributor of Containers



- **ConGlobal Industries, Inc.** is North America's largest full-service supplier to the intermodal industry
- Also a leading retailer of standard and modified equipment in new and used condition to consumers, corporations, and government and military institutions



Our partner's nationwide distribution enables quick delivery to site locations and lower landed costs.

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# We are the First Container Supplier to Receive an *ESR* from the ICC



- **We believe SG BLOCKS' Evaluation Service Report, as granted by the International Code Council (ICC), will significantly expedite reviews and approvals by building departments and expect our container fabrication will become more widely accepted in the construction industry.**
- **Our specifying designers, architects, builders, installers and customers rely on our ESR mark stamped on each of our bids and deliveries to customers.**



# Platform Business Model

- Platforms are the favored business model for 7 of the world's 12 largest companies
  - Technology based environment with open infrastructure
  - Matchmaker – linking organizations, people and resources
  - Orchestrator of ecosystems extending across sectors
  - Harnesser of network effects
  - Reducer of marginal costs to almost zero
  - Foundations for combinatorial innovation
- Platforms shift the economy from industries to ecosystems
- SGBX seeks to be a single source solution for building projects... partnering with architectural services providers, project management and financing

## Disrupting the Construction Industry

	• Construction as a service
	• Hotel as a service
	• Payroll as a service
	• Software as a service
	• Telecom as a service
	• Infrastructure as a service
	• Storage as a service
	• Transportation as a service



# Homes

North Charleston SFR  
SG Blocks Build, Charleston, SC



# Multi-Family

Multi-family Complex  
SG Blocks Concept Monticello, NY



# Commercial

NBA Training Academy  
SG Blocks Build, Saly, Senegal

SGBX  
Nasdaq LSTC



# Quick Service

Taco Bell  
SG Blocks Build, South Gate, CA

and much more.

# Our Deliverables



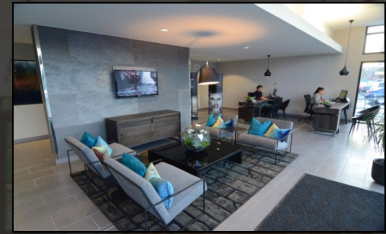
## GREENSTEEL

GreenSteel is the structural core and shell of an SG Blocks building. The units are delivered to site where they are handed over to a local GC to finish to specifications.



## PARTIAL MODULAR

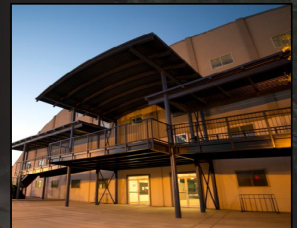
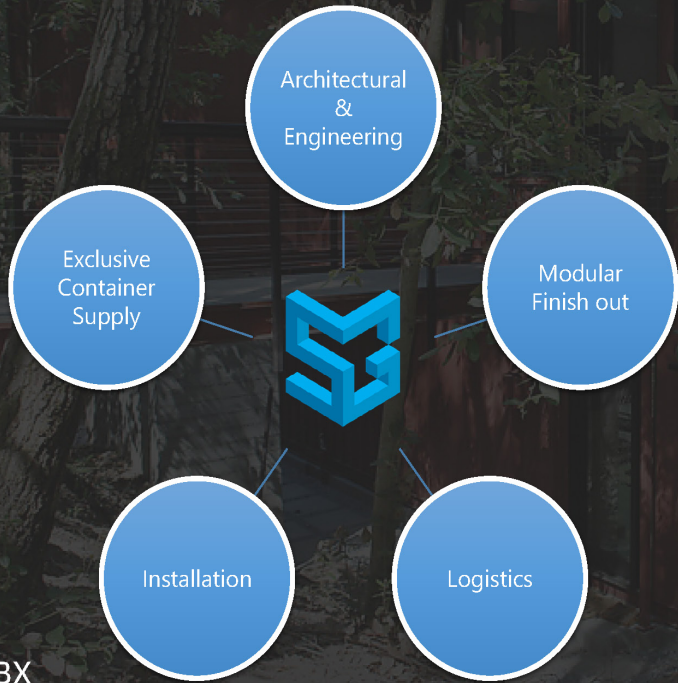
Selected materials, finishes and systems are installed at an SG Blocks facility, with the balance completed on site by the general contractor.



## FULL MODULAR

SG Blocks delivers a fit-out product where we erect the final units on site and complete all trim outs and closure pieces so it is ready to occupy.

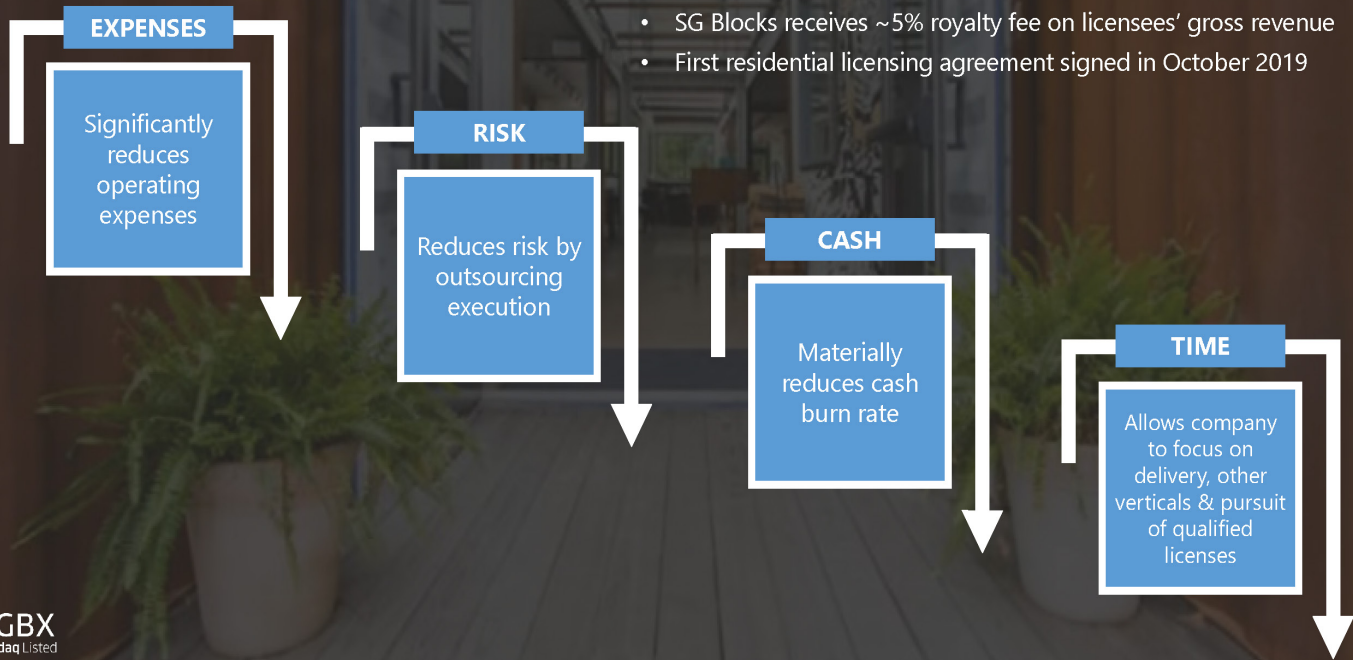
# Our Services



# Residential Business: Shift to Royalty Model

Strategically shifting our lower-margin residential business to a royalty fee model that is highly scalable

- SG Blocks receives ~5% royalty fee on licensees' gross revenue
- First residential licensing agreement signed in October 2019



# Current Commercial Backlog

<b>Commercial Backlog (Non-Licensed)</b>	<b>Amounts</b>
Ridge Avenue Commons	\$16,920,500
Other Commercial Projects	561,473
Subtotal Commercial Backlog	\$17,481,973
<b>Estimated Gross Profit to SG Blocks</b>	<b>\$2,600,000</b>

Commercial Project Backlog as of 03/31/20 \*

\* The revenue projections above are based upon assumptions and estimates and may not be reflective of actual results. Actual results will depend upon several factors, many of which are not in our control. There can be no assurance given that these projects will be completed at the indicated sizes or at all. Projects remain subject to financing and other risks factors.

# Current Potential Royalties

Potential Residential Royalty Revenue (projects under the License Agreement)	Amounts
Monticello Mews Phase 1	\$17,000,000
Monticello Mews Phase 2	18,000,000
Monticello Mews Phase 3	18,000,000
Other Residential Projections	22,400,000
Subtotal	\$75,400,000
<b>Estimated 5% Royalty to SG Blocks *</b>	<b>\$3,770,000</b>

\* The estimated royalty projections above are based upon assumptions and estimates and may not be reflective of actual results. Actual results will depend upon several factors, many of which are not in our control. There can be no assurance given that these projects will be completed at the indicated sizes or at all. Projects remain subject to financing and other risks factors. Projects under the license agreement are expected to be completed by third parties, with a royalty fee to be paid to SG Blocks based on a percentage of gross revenues generated by the licensee. For the Monticello Mews project, the licensee has advised us that it has purchased land and committed capital resources to move the project forward.

# Capitalization

SG Blocks, Inc. (as of 3/31/20)	
Common Shares Outstanding*	8,596,189
Restricted Stock Units (vested and unvested)	9,187
Options (WAEP \$81.60)	52,337
Warrants (WAEP \$35.14)	53,190
Debt**	\$0
Cash***	\$17,225,437

\* Includes 1,170,524 common shares outstanding as of March 31, 2020 adjusted on a pro forma basis to give effect to the issuance of (i) 440,000 shares of common stock issued in the April 2020 public offering, (ii) 6,900,000 shares of common stock issued in the May 2020 public offering and (iii), 12,000 shares of common stock issued in April 2020 upon the vesting of RSUs and (iv) 73,665 shares of common stock issued in June 2020 in exchange for a note in the principal amount of \$200,000

\*\* In June 2020, debt in the principal amount of \$200,000 was exchanged for 73,665 shares of common stock

\*\*\* Includes the cash reflected on the balance sheet as of March 31, 2020 adjusted on a pro forma basis to give effect to the (i) addition of the net proceeds of approximately \$1,509,200 from the April 2020 public offering, the net proceeds of approximately \$15,567,500 from the May 2020 public offering and (ii) reduction of \$250,000 used for funding the CPF-Monticello obligation



# Management and Delivery Team

## **PAUL GALVIN, Chairman and Chief Executive Officer**

Since inception, Mr. Galvin has played a key role in the company's growth and expansion. He brings over 25 years of experience developing and managing real estate, including residential condominiums, luxury sales and market rate and affordable rental projects. Prior to his involvement in real estate, he founded a non-profit organization that focused on public health, housing and child survival, where he served for over a decade in a leadership position. He is on the board of ToughBuilt Industries.

## **STEVAN ARMSTRONG, Chief Technology Officer**

Mr. Armstrong, appointed as CTO in 2018, was an original founder of SG Blocks. He served as President and COO of SGB and its predecessor entity from 2009 and as a director from 2007. From 2003 – 2010, he was a minority partner (owner) and Chief Construction Officer for Stratford Companies, a large senior housing development group. Prior to that, he was the EVP for Operations of Hospital Affiliates Development Corp.

## **GERALD SHEERAN, Acting Chief Financial Officer**

Mr. Sheeran has served as the Controller since March of 2018 and brings extensive experience and expertise in areas of finance and accounting. Prior to joining the Company, he was a Senior Accounting Manager for Lucid Energy Group. Before his time at Lucid Energy Group, Mr. Sheeran worked for a number of different companies in connection with their accounting, reporting and financial operations.

## **ROCKEY BUTLER, Vice President of Operations**

Mr. Butler brings more than 30 years of experience in all aspects of construction, with particular expertise in steel-based construction. Based in Texas, he is located within SG Blocks' manufacturing zone. Most recently, he served as President / Operations Manager of Business Development and Sales & Customer Relations at JARCO STEEL, INC., where his strategies led to a 20 percent increase in sales.

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### **GEIS COMPANIES**

Geis Companies is a vertically integrated business that specializes in modern construction consisting of six unique businesses that function independently, but often work in any combination thereby providing identifiable efficiencies in both price and execution. Geis has more than 150 skilled professional staff.

### **GRIMSHAW ARCHITECTS**

Grimshaw is a global design practice engaged in architecture, master planning and industrial design, founded in 1980. The practice operates worldwide with offices in Los Angeles, New York, London, Paris, Dubai, Kuala Lumpur, Melbourne and Sydney employing over 650 staff.

### **ITS CONGLOBAL**

ConGlobal is North America's largest full-service supplier to the intermodal industry. ConGlobal Industries provides SG Blocks with the highest quality containers based on specific project needs from one of their 17 locations in the United States, Mexico and Costa Rica.

# Company Highlights

- Serving a \$100B+ market with *strong industry tailwinds*
- Residential royalty model *reduces risk and improves financial profile*
- *Disruptive methodology* for Safe & Green (SG) container-based construction
- Industry ratings and proprietary IP provide *barriers to entry*
- *Experienced management team* with deep industry experience
- Distributorship agreement with *OSANG Healthcare* enables SG Blocks to create turnkey testing facilities at hospitals and other authorized point of care medical locations



# APPENDIX



# The Most Recognized Companies Trust SG Blocks



SGBX  
Nasdaq Listed



EQUINOX



# A world class venue for NBA Academy prospects

Featuring two indoor courts, a weight room dormitories and educational facilities

SGBX  
Nasdaq Listed

# Signed MSA with World-Renowned Grimshaw Architects for Exclusive Container-Based Modular Design

NYC JFK Airport – Newark Liberty Int'l Airport – Tomorrowland Shanghai Disney Resort – Dubai Expo 2020 – HS2 London



- SG Blocks signed MSA with world-renowned Grimshaw Architects in **June 2018**
- Grimshaw named SG Blocks' premier design partner for current and future opportunities
- SG Blocks to be included into Grimshaw's award-winning industrial design portfolio
- **This expands SG Blocks' A&E service offering to Grimshaw's elite client base for world-class projects**
- Thought leader for the future of industrial design integrating SG's container-based modular structures



**SGBX**  
Nasdaq Listed

*Pictured above: An excerpt of Grimshaw's design portfolio using SG Blocks' container-based structures. Click the above video link in the bottom left box to view an animation by Grimshaw of how containers can be used in construction.*

# Thank You

Let's talk about your ideas.

☎ (646) 240.4235

✉ [info@sgblocks.com](mailto:info@sgblocks.com)

