

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): **August 18, 2021**

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

On August 18, 2021, SG Blocks, Inc. (the "Company") held its 2021 Annual Meeting of Stockholders (the "Annual Meeting"), at which there were an aggregate of 4,466,923 shares of common stock, \$0.01 par value per share (the "Common Stock"), present, in person or by proxy, representing approximately 51% of the 8,822,489 shares of Common Stock issued and outstanding and entitled to vote at the Annual Meeting.

At the Annual Meeting, the Company's stockholders approved an amendment ("Amendment No. 3") to the SG Blocks, Inc. Stock Incentive Plan (the "Stock Incentive Plan" or the "Plan") to increase the number of shares of Common Stock that the Company will have authority to grant under the Plan by an additional 2,500,000 shares of Common Stock (for a total of 3,625,000 shares of Common Stock under the Plan). A description of the Plan and Amendment No. 3 is set forth in the Company's definitive proxy statement on Schedule 14A for the Annual Meeting, which was filed on July 14, 2021 (the "Definitive Proxy Statement") with the Securities and Exchange Commission in the section entitled "Proposal 3—Amendment to the SG Blocks, Inc. Stock Incentive Plan," which is incorporated herein by reference. The description is qualified in its entirety by reference to the full text of Amendment No. 3 to the SG Blocks, Inc. Stock Incentive Plan, the form of which is included as Exhibit 10.1 hereto and attached to the Definitive Proxy Statement as [Appendix A](#).

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, the Company's stockholders: (1) elected the following six (6) nominees named in the Definitive Proxy Statement to serve on the Company's Board of Directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified: (i) Paul M. Galvin, (ii) Yaniv Blumenfeld, (iii) Margaret Coleman, (iv) Christopher Melton, (v) Joseph Safina and (vi) David Villarreal; (2) ratified the appointment of Whitley Penn LLP as the Company's independent registered public accounting firm for fiscal year ending December 31, 2021; (3) approved Amendment No. 3 to the Plan to increase the number of shares of common stock that the Company will have authority to grant under the Plan by 2,500,000 shares; and (4) approved, on an advisory, non-binding basis, the compensation of the Company's named executive officers (also referred to as say-on-pay).

The voting results at the Annual Meeting for each proposal were as follows:

Proposal No. 1 — Election of Directors

	For	Withheld	Broker Non-Votes
Paul M. Galvin	1,879,959	274,726	2,312,238
Yaniv Blumenfeld	1,874,308	280,377	2,312,238
Margaret Coleman	1,698,762	455,923	2,312,238
Christopher Melton	1,726,444	428,241	2,312,238
Joseph Safina	1,873,808	280,877	2,312,238
David Villarreal	1,879,824	274,861	2,312,238

**Proposal No. 2 — Ratification of Appointment of Independent Registered Public Accounting Firm
(Whitley Penn LLP)**

For	Against	Abstain	Broker Non-Votes
4,358,681	75,436	32,806	N/A

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Proposal No. 3 — Amendment to the SG Blocks, Inc. Stock Incentive Plan

For	Against	Abstain	Broker Non-Votes
1,199,159	885,139	70,387	2,312,238

Proposal No. 4 — Advisory Approval of Executive Compensation

For	Against	Abstain	Broker Non-Votes
1,687,030	367,684	99,971	2,312,238

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Amendment No. 3 to the SG Blocks, Inc. Stock Incentive Plan (incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on July 14, 2021)

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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: August 20, 2021

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

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