

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 2, 2022**

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)

**5011 Gate Parkway
Building 100, Suite 100
Jacksonville, FL 32256**
(Address of Principal Executive Offices, Zip Code)

(Former name or former address, if changed since last report.)

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 7.01. Regulation FD Disclosure.

SG Blocks, Inc. (the "Company") will be making several presentations to investors over the next several weeks. In connection with the presentations, the Company intends to discuss the investor presentation, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and in the investor presentation furnished as Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended and shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

The investor presentation furnished as Exhibit 99.1 to this Current Report on Form 8-K includes "safe harbor" language pursuant to the Private Securities Litigation Reform Act of 1995, as amended, indicating that certain statements contained therein are "forward-looking" rather than historical.

The Company undertakes no duty or obligation to update or revise the information contained in this Current Report on Form 8-K, although it may do so from time to time if its management believes it is appropriate. Any such updating may be made through the filing of other reports or documents with the Securities and Exchange Commission, through press releases or through other public disclosures.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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

Exhibit Number	Exhibit Description
99.1	SG Blocks, Inc. Investor Presentation, dated May 2022
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within in the inline XBRL document)

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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: May 2, 2022

By: /s/ Paul Galvin

Name: Paul Galvin

Title: Chairman and Chief Executive Officer

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IDEAS. UNCONTAINED.



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Investor Presentation
May 2022



Safe Harbor

This presentation includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. 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. While we believe these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this presentation. These forward-looking statements are subject to various risks and uncertainties, many of which are difficult to predict that could cause actual results to differ materially from current expectations and assumptions from those set forth or implied by any forward-looking statements. Important factors that could cause actual results to differ materially from current expectations include, among others, our ability to complete our projects within the commercial and residential verticals as scheduled, our ability to construct, deliver and deploy our D-Tec mobile laboratories as planned, our ability to position the Company for future profitability, our ability to maintain compliance with the NASDAQ listing requirements, and the other factors discussed in our Annual Report on Form 10-K and our subsequent filings with the SEC, including subsequent periodic reports on Forms 10-Q and 8-K. The information in this presentation is provided only as of the date of this release, and we undertake no obligation to update any forward-looking statements contained in this presentation on account of new information, future events, or otherwise, except as required by law.

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WE CREATE **PURPOSE BUILT** PRE-FABRICATED
MODULES FROM WOOD, STEEL, & SHIPPING
CONTAINERS INTO SUPREME STRUCTURES

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Modules Are...

STRONG.

- Modules 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

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Our Products



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.

Manufacturing & Design Services





The Most Recognized Companies Trust SG Blocks

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Targeting Large Verticals for Sustainable Growth

Actively pursuing a large number of new opportunities in existing and new markets

Established base of business in key vertical markets...

Commercial
Construction

\$90.3B⁽¹⁾

Market
Opportunity

Global Modular
Construction

\$85.6B⁽²⁾

Market
Opportunity

POC Diagnostic
Market by 2027

\$30.5B⁽³⁾

Market
Opportunity

Single Family
Housing

\$713.0B⁽⁴⁾

Market
Opportunity

1. Value of U.S. commercial construction 2021 | Statista: \$90.3 billion in 2021
2. The global modular construction market size is projected to grow from \$85.6 billion in 2021 to \$140 billion by 2028, a CAGR of 6.4% (grandviewresearch.com): \$85.6 billion in 2021
3. Point of care (POC) Diagnostics Market Size, Trends is projected to grow from \$30.5 billion in 2021 to \$35.7 billion in 2028, a CAGR of 3.3% | Report 2028 (grandviewresearch.com): \$30.5 billion in 2021
4. <https://www.breitbart.com/economy/2021/03/01/construction-spending-booms-single-family-homes-up-24-2/>

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Our Ecosystem



Manufacturing Vertical

Drives enhanced efficiency and significant manufacturing revenue

- Currently own and operate main campus in Durant, OK, SG ECHO, which allows us internal means of control on production
- Current manufacturing pipeline is in excess of \$750 mm and driven by large commercial clients and SGB Development Corp.
- We continue to seek additional manufacturing capacity that can meet our growing pipeline
- Manufacturing facilities & pipeline
 - SG ECHO: Open
 - SG Waldron: In construction renovations for 2 manufacturing lines, expected opening in Q3 2022
 - McLean*: 4 manufacturing lines
 - St Marys**: 2 manufacturing lines



SGB DevCorp

Housing is at the Epicenter of a "Perfect Storm"

Demand for housing is surging, driven by millennial household formation, low interest rates, the need for more space in a work-from-home environment, and continued economic improvement with the ongoing COVID-19 vaccine rollout

***Availability is Limited.** Unsold inventory sits at an all-time low of 1.9-month supply at the current sales pace

***Prices are Rising.** Average purchase prices rose 13.2% in 2020, driven by a strong pace of home sales and tight housing inventory

SGB Development Corporation was formed to develop, co-develop, design, build and finance single family and multifamily homes, for purchase or rent, in the United States.

- Large pipeline of opportunities
- Partners with highly experienced development and financial partners
- Targeting high-quality, moderately-priced housing, which is very scarce in most markets

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SGB DevCorp Timeline

McLean Industrial, OK

- Construction Length: 12 months
- Hold Period: 36 Months
- Sale Date: 4/30/2025

November 2022

St. Mary's Industrial, GA

- Construction Length: 12 months
- Hold Period: 36 Months
- Sale Date: 7/31/2025

January 2023

Cumberland Inlet Phase 1, GA

- Total Construction Length: 60 months
- Total Phases: 5
- Hold Period: 120 Months
- Sale Date: 4/30/2032

April 2023

December 2022

McLean Residential, OK

- Total Construction Length: 36 months
- Total Phases: 3
- Hold Period: 60 Months
- Sale Date: 4/30/2027

January 2023

Norman Berry II, GA

- Construction Length: 12 months
- Total Phases: 1
- Hold Period: 48 Months
- Sale Date: 5/31/2026

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Map of Development Pipeline and Manufacturing Facilities*



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Third Party Commercial Sales



Meeting the needs of industry leaders in the commercial space

ACCOMPLISHMENTS

- At this time, SG Blocks is in contract to provide the following:
 - MPA with ATCO, national office deployment
 - Delivered Moliving prototype and awaiting rollout order
 - Engaged with several clients in the ghost kitchen space
- Most active spaces include hospitality, quick serve restaurants, military, and special purpose single use modules



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Medical & Environmental Vertical

Providing Fast and Efficient Delivery of Needed Space Solutions

ACCOMPLISHMENTS

- Through Clarity Mobile Ventures subsidiary SG Blocks has delivered COVID-19 testing at LAX Airport since November 2020
- Seamlessly integrated a variety of tests, travel requirements, and HIPAA protected IT services for large airlines
- Established testing sites in Detroit and Chicago
- Actively working on COVID-19, flu, and other in-demand diagnostic tests on a permanent basis
- SG Blocks is currently in the development phase of point-of-care testing for certain cancers and other high-prevalent illnesses



SG Environmental Solutions

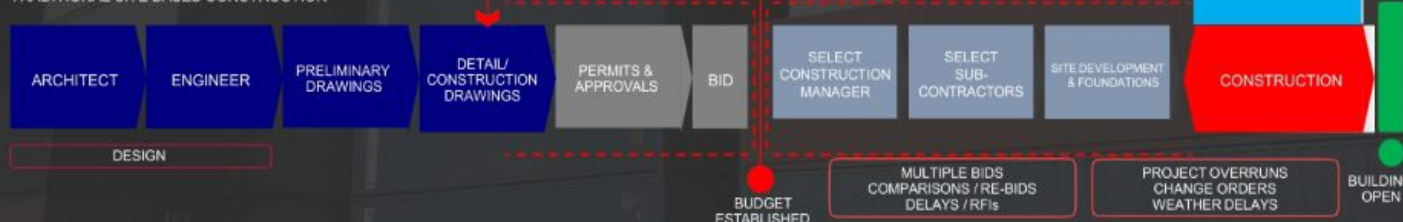
- Recently announced 10-year exclusive distribution agreement with Sanitec Industries LLC, a sustainable waste management company
- SG Blocks will purchase, deploy, market and maintain Sanitec's Microwave Disinfection Units in the State of New York, with the right to expand to other states
- Designed to shred and disinfect biomedical waste, rendering the waste disinfected, unrecognizable, and of no greater risk to public health than residential household waste
- SG Blocks has an executed letter of intent to purchase a civil infrastructure company focused on replacing and updating America's dilapidated civil infrastructure

How SG Blocks Accelerates Construction

SG BLOCKS MODULAR CONSTRUCTION



TRADITIONAL SITE BASED CONSTRUCTION



SG BLOCKS' CONSTRUCTION CYCLE IS ~45% FASTER

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Expedited construction cycle triggers savings on loan interest, builders risk insurance, general liability insurance and more

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Environmental, Social and Governance (ESG)

SG Blocks is delivering & remains committed to environmentally appropriate products and services that reduce waste, increase efficiency and reduce barriers that prevent working class & underserved populations from receiving best in class diagnostic testing

ENVIRONMENTAL

- Recycled Materials
- LEED Certifiable
- Modular Efficiency
- Earthquake/Hurricane Resistant
- Point of Care Diagnostic Testing

SOCIAL

- Low-cost homes
- Low Carbon Footprint
- Point of Care Medicine
- Helps the sickest and most vulnerable
- Early Detection saves lives

GOVERNANCE

- Tax transparency
- Ethical business approach
- No data sharing
- No spam
- Publicly Traded
- Independent Board of Directors
- Audit Committee
- Compensation Committee
- Nominating and Corporate Governance Committee

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Team Members

PAUL GALVIN, Chief Executive Officer & Chairman

Paul Galvin has served as the CEO since 2009 and as a Director of the Company since 2007. Mr. Galvin brings over 30 years of experience developing and managing real estate, including residential condominiums, luxury sales and market rate and affordable rental projects.

WILLIAM ROGERS, Chief Operating Officer

William Rogers has served as the Company's Chief Operations Officer since December 2020. Mr. Rogers has over 30 years of professional construction experience as lead superintendent. In this role, Mr. Rogers is responsible for monitoring costs including labor and material, project schedule and progress, and coordinating the sequence of construction details.

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.

WENDY BRAVO, Director of Project Management

Wendy Bravo has worked in the manufacturing and construction industry for 7+ years with a primary focus on containerized and modular construction. She has overseen offsite production and onsite installation of more than 200,000 square feet of commercial, residential, educational, and medical projects throughout the United States.

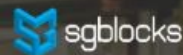
EMILY TANNER, Communications Director

Emily Tanner has served as the Company's Director of Communications and Head of Content since November of 2020. Ms. Tanner has held various roles in the communications and marketing industry, getting her start in the agency world in tech public relations, before moving into employer branding and associate experience for a global fashion conglomerate. Emily's specialties are content marketing creation, internal communications and media relations.

Revenue Highlights*

Year	Revenue	YoY Comparison
2019	\$3.0 million	N/A
2020	\$8.8 million	+193%
2021	\$38.3 million	+338%

Financial Highlights as of December 31, 2021



Low Debt and Growing Cash Holdings Provide Flexibility and Funding Capacity

- **CASH & EQUIVALENTS**

- Strong liquidity with Cash of \$13.0 mm plus Accounts Receivable of net \$2.9 mm

- **DEBT**

- Long Term Note - \$750K
- Lease Liability – \$872K

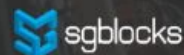
- **EQUITY**

- Common Shares Outstanding 11,986,873
- Restricted Stock Units (unvested) 2,220,514
- Options Outstanding 36,436
- Warrants Outstanding 2,025,520

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Key Takeaways



Operating in Large Verticals

- Manufacturing
- SGB DevCorp
- 3rd Party Sales
- Medical and Environmental
- SGB Dev Corp. project Lago Vista is listed for sale at \$15 million



Diversified Revenue Base

- Design services
- Development fees
- Manufacturing revenue
- Commercial sales revenue
- Income from asset lease and sale



Significant New Business Pipeline

\$38 Million Revenue for 2021
\$750 Million Pipeline



Strong Balance Sheet

Growing cash position, minimal debt
Capitalized to Execute on Contracts



Vertically Integrated

SG Blocks provides
End-to-End Solutions



"Safe" and "Green"

Rapid Deployment of Durable Facilities
that are Climate Resistant and Generate
a Fraction of the Carbon Footprint.
First recycled shipping containers
approved by ICC

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Thank You

Let's talk about your ideas.

☎ (646) 240.4235

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