

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): **December 29, 2022**

SAFE & GREEN HOLDINGS CORP.
(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 8.01. Other Events.

On December 29, 2022, Safe & Green Holdings Corp. (the "Company") issued a press release announcing that it had filed a second complaint with the U.S. Securities and Exchange Commission's Delinquent Filing Group within the Division of Enforcement against a group of affiliated beneficial shareholders believed to own a significant amount of the Company's common stock, who despite the Company's best efforts, have failed to report their ownership as required under Section 13 of the Exchange Act. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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

Exhibit Number	Exhibit Description
99.1	Press Release of Safe & Green Holdings Corp., dated December 29, 2022
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within in the inline XBRL document)

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.

SAFE & GREEN HOLDINGS CORP.

Dated: December 29, 2022

By: /s/ Paul Galvin

Name: Paul Galvin

Title: Chairman and Chief Executive Officer

**SAFE & GREEN HOLDINGS FILES SECOND COMPLAINT AGAINST SIGNIFICANT
SHAREHOLDER GROUP TO ENSURE SHAREHOLDER BASE TRANSPARENCY**

DECEMBER 29, 2022 – JACKSONVILLE, Fla. --Safe & Green Holdings Corp. (NASDAQ: SGBX) (“Safe & Green Holdings” or the “Company”), a leading developer, designer, and fabricator of modular structures announced today that it has filed a second complaint with the U.S. Securities and Exchange Commission’s Delinquent Filing Group within the Division of Enforcement against a group of affiliated beneficial shareholders believed to own a significant amount of the Company’s common stock, who despite the Company’s best efforts, have failed to report their ownership as required under Section 13 of the Exchange Act.

The Company has made multiple attempts since becoming aware of the issue to encourage the connected shareholders to come into compliance with Section 13 of the Exchange Act, yet no action has been taken by them. Given this group of shareholders is believed to control a significant amount of the Company’s float, yet not disclosing this publicly, the Company felt it had no choice but to file its second complaint with the SEC to ensure that all shareholders and potential investors have accurate information, as required by law, as to its top shareholders.

“Today’s announcement reaffirms Safe & Green Holdings commitment to all shareholders to ensure fairness and transparency as to our shareholder base and operations,” said CEO and Chairman Paul Galvin. “Our recently announced proposed spin-off of Safe and Green Development Corporation, coupled with our consistent efforts of working to uncover trading irregularities and create ownership transparency, highlight our commitment to ensuring a maximization of value for all shareholders big and small.”

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About Safe & Green Holdings Corp.

Safe & Green Holdings Corp., a leading modular solutions company, operates under core capabilities which include the development, design, and fabrication of modular structures, meeting the demand for safe and green solutions across various industries. The firm supports third party and in-house developers, architects, builders and owners in achieving faster execution, greener construction, and buildings of higher value. Safe and Green Development Corporation is a leading real estate development company. Formed in 2021, the company focuses on the development of sites using purpose built, prefabricated modules built from both wood & steel, sourced from one of Safe & Green Holdings factories and operated by SG Echo. For more information, visit www.safeandgreenholdings.com.

Safe Harbor Statement

Certain statements in this press release constitute “forward-looking statements” within the meaning of the federal securities laws. 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. These forward-looking statements are based upon current estimates and assumptions and include statements regarding the Company’s complaint with the U.S. Securities and Exchange Commission’s Delinquent Filing Group within the Division of Enforcement against a group of affiliated beneficial shareholders believed to own a significant amount of the Company’s common stock, ensuring that all shareholders and potential investors have accurate information as required by law as to the Company’s top shareholders, the Company’s spin-off of Safe and Green Development Corporation, working to uncover trading irregularities and create ownership transparency and maximizing value for all shareholders big and small. While the Company believes 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 release. 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, the Company’s ability to require the affiliated beneficial shareholders subject to the Company’s complaint to report their ownership as required under Section 13 of the Exchange Act, the Company’s ability to uncover trading irregularities and create ownership transparency to ensure a maximization of value for all shareholders, the Company’s ability to spin-off Safe and Green Development Corporation to the Company’s stockholders as planned and achieve the benefits expected, the Company’s ability to expand within various verticals as planned, the Company’s ability to position itself for future profitability, the Company’s ability to maintain compliance with the NASDAQ listing requirements, and the other factors discussed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 and its subsequent filings with the SEC, including subsequent periodic reports on Forms 10-Q and 8-K. The information in this release is provided only as of the date of this release, and we undertake no obligation to update any forward-looking statements contained in this release on account of new information, future events, or otherwise, except as required by law.

Investor Relations:

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