

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): **July 20, 2023**

**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)

**990 Biscayne Blvd.**  
**#501, Office 12**  
**Miami, FL 33132**  
(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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On July 20, 2023, Safe & Green Holdings Corp. (the "Company") received a notice (the "Notification Letter") from the Listing Qualifications Department (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that the Staff has determined that for 10 consecutive business days, from July 6, 2023 to July 19, 2023, the closing bid price of the Company's common stock has been at \$1.00 per share or greater. Accordingly, the Staff has determined that the Company has regained compliance with Listing Rule 5550(a)(2) and has indicated that the matter is now closed.

On July 21, 2023, the Company issued a press release announcing that the Company received the Notification Letter and regained compliance with Nasdaq's minimum bid price requirement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**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	Safe & Green Holdings, Inc. Press Release dated July 21, 2023
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.

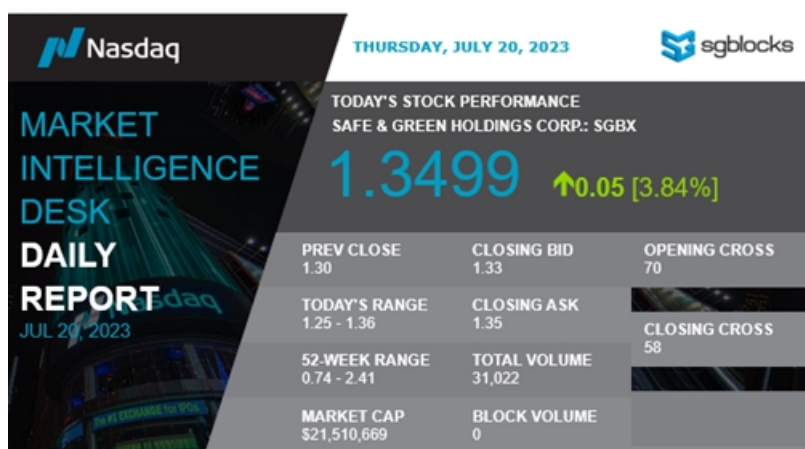
Dated: July 21, 2023

By: /s/ Paul Galvin

Name: Paul Galvin

Title: Chairman and Chief Executive Officer

**SAFE & GREEN HOLDINGS CORP. REGAINS COMPLIANCE WITH NASDAQ  
CONTINUED LISTING REQUIREMENTS**



**JULY 21, 2023 – MIAMI, Fla.** – Safe & Green Holdings Corp. (NASDAQ: SGBX) (“Safe & Green Holdings” or the “Company”), a leading developer, designer, and fabricator of modular structures for residential, commercial, and point-of-care medicine, today announced that the Company received notice from Nasdaq on July 20, 2023, indicating that it has regained compliance with the minimum bid price requirement under Nasdaq Rules 5550(a)(2).

Paul Galvin, Chairman and CEO of Safe & Green stated, “We are pleased to have regained compliance with the continued listing requirements of Nasdaq. Maintaining our Nasdaq listing is of the utmost importance to the Company given the credibility and visibility that it provides. The Company’s principal objective is to enhance value for our shareholders, a commitment underlined by our solid financial standing and the premium assets within our portfolio, facilitating the identification of creative opportunities for non-dilutive financing. Furthermore, the planned spin-off for Safe & Green Development Corp (“SG DevCo”), to become a standalone company listed on Nasdaq, is expected to be completed in the coming weeks. The planned distribution of 30% of SG DevCo to our current shareholders exemplifies yet another method by which the Company returns value to its investors. As we look to the future, the prospects for Safe & Green have never been brighter and we are excited by what lies ahead.”

“I would like to extend my deep gratitude to each and every member of the Safe & Green team for their tireless work and immeasurable dedication. These efforts have contributed to our strong performance, culminating in us regaining compliance,” stated Tricia Kaelin, Chief Financial Officer of Safe & Green. “As we continue these collective efforts and execute on our business strategy, we look forward to driving Safe & Green to new heights.”

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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. The Company’s subsidiary, Safe and Green Development Corporation, is a leading real estate development company. Formed in 2021, it focuses on the development of sites using purpose built, prefabricated modules built from both wood and steel, sourced from one of Safe & Green Holdings’ factories and operated by the SG Echo subsidiary. For more information, visit <https://www.safeandgreenholdings.com/> and follow us at @SGHcorp on Twitter.

#### 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 plans to spin-off the Company’s real estate development subsidiary SG DevCo, which the Company believes will significantly maximize its value, and significantly enhance the Company’s balance sheet, resulting in an excellent outcome for the Company and its shareholders. 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 complete the spin-off of SG DevCo as planned, the Company’s ability to list SG DevCo on the Nasdaq as planned, 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, 2022 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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