

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 31, 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 5.07. Submission of Matters to a Vote of Security Holders.**

On July 31, 2023, Safe & Green Holdings Corp. (the "Company"), reconvened its Special Meeting of Stockholders (the "Special Meeting"). On July 14, 2023, the Company adjourned the Special Meeting until July 31, 2023 in order to solicit additional proxies to adopt Proposal No. 1. The purpose of the Special Meeting was described in the Company's definitive proxy statement as filed with the Securities and Exchange Commission on June 14, 2023 (the "Proxy Statement").

As of June 9, 2023, the record date of the Special Meeting, there were 15,935,009 issued and outstanding shares of common stock entitled to vote at the Special Meeting. Present in person or by proxy at the Special Meeting were more than one-third of the issued and outstanding capital stock entitled to vote at the Special Meeting, which constituted a quorum.

The final voting results from the Special Meeting for Proposal No. 1, as described in the Proxy Statement, is set forth below.

Proposal 1. Increase in Number of Authorized Shares of Common Stock and Preferred Stock Proposal

The approval of an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of common stock, par value \$0.01 per share, from 25,000,000 to 75,000,000 and decrease the par value of the authorized shares of preferred stock from \$1.00 per share to \$0.01 per share.

Based on the tabulation of votes, Proposal 1 did not receive the requisite votes and did not pass. The results of the voting for this proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
6,117,825	1,227,765	3,155,007	0

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

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

<b>Exhibit Number</b>	<b>Exhibit Description</b>
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.

SAFE & GREEN HOLDINGS CORP.

Dated: August 1, 2023

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

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