

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 30, 2025**

**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 8.01. Other Events**

On December 29, 2025 at 1:30 p.m. Eastern time, Safe & Green Holdings Corp. (the "Company") convened its 2025 Annual Meeting of Stockholders (the "Annual Meeting"). At that time, there were not present or represented by proxy a sufficient number of shares of the Company's common stock to constitute a quorum. Accordingly, the Company adjourned the Annual Meeting without any business being conducted. The adjourned meeting will reconvene virtually on January 14, 2026 at 1:00 P.M. Eastern Time, to vote on the proposals described in the proxy statement filed with the Securities and Exchange Commission ("SEC") on December 19, 2025. The close of business on November 21, 2025 will continue to be the record date for the determination of stockholders of the Company entitled to vote at the reconvened Annual Meeting.

During the period of the adjournment, the Company will solicit proxies from its stockholders with respect to the proposals set forth in the Company's proxy statement. Proxies previously submitted in respect of the Annual Meeting will be voted at the adjourned meeting unless properly revoked.

No changes have been made in the proposals to be voted on by stockholders at the Annual Meeting. The Company's proxy statement and any other materials filed by the Company with the SEC remain unchanged and can be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov).

On December 30, 2025, the Company issued a press release announcing the adjournment of the Annual Meeting. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Item 9.01 Financial Statements and Exhibits**

Exhibit Number	Description
99.1	<a href="#">Press Release dated December 30, 2025</a>
104	Cover Page Interactive Data File (embedded within 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 30, 2025

By: /s/ Michael McLaren  
Name: Michael McLaren  
Title: Chief Executive Officer

**Safe & Green Holdings Adjourns 2025 Annual Meeting Due to Lack of Quorum; Sets Virtual Reconvening for Jan. 14**

*Company to Continue Proxy Solicitation; No Changes to Proposals or Record Date*

CONROE, Texas, Dec 30, 2025 (GLOBE NEWSWIRE) -- via IBN -Safe & Green Holdings Corp. (NASDAQ: SGBX) ("Safe & Green" or the "Company") today announced that its 2025 Annual Meeting of Stockholders, originally convened on Dec. 29, 2025, at 1:30 p.m. Eastern Time, was adjourned after a quorum of outstanding shares was not present or represented by proxy. As a result, no business was conducted at the meeting.

The Company will reconvene the Annual Meeting virtually on **Jan. 14, 2026, at 1:00 p.m. Eastern Time** at which time stockholders will vote on the proposals described in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on Dec. 19, 2025. The record date for determining stockholders entitled to vote remains **Nov. 21, 2025**.

During the adjournment period, Safe & Green will continue to solicit proxies in connection with the proposals outlined in the proxy statement. Proxies previously submitted will be voted at the reconvened meeting unless properly revoked.

The Company confirmed that no changes have been made to the proposals to be voted on or to any previously filed proxy materials, all of which remain available free of charge on the SEC's website at <https://www.sec.gov/>.

**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.

**Investors:**

[investors@safeandgreenholdings.com](mailto:investors@safeandgreenholdings.com)

**Corporate Communications**

IBN  
Austin, Texas  
[www.InvestorBrandNetwork.com](http://www.InvestorBrandNetwork.com)  
512.354.7000 Office  
[Editor@InvestorBrandNetwork.com](mailto:Editor@InvestorBrandNetwork.com)

<https://www.investorbrandnetwork.com/clients/>