

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Shetty Mahesh S		2. Issuer Name and Ticker or Trading Symbol SG BLOCKS, INC. [SGBX***]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO	
(Last) (First) (Middle) C/O SG BLOCKS INC., 195 MONTAGUE STREET		3. Date of Earliest Transaction (Month/Day/Year) 11/01/2016			
(Street) BROOKLYN, NY 11201		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (right to buy)	\$ 1 (1)	11/01/2016		A(2)		40,000		(3)	10/31/2026	Common Stock	40,000	\$ 0	40,000	D	
Stock Options (right to buy)	\$ 0.01 (4)	11/01/2016		A(5)		65,515		(6)	10/31/2026	Common Stock	65,515	\$ 0	65,515	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shetty Mahesh S C/O SG BLOCKS INC., 195 MONTAGUE STREET BROOKLYN, NY 11201	X		CFO	

## Signatures

/s/ Mahesh S. Shetty 11/03/2016  
Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The options are exercisable at the greater of \$1.00 and fair market value, which will be determined within 90 days of the date of the date of grant.

(2) The options were issued pursuant to the Issuer's Stock Option Plan.

The options vest, subject to the Reporting Person's continued role as director, in equal installments of 10,000 underlying shares on the last day of each fiscal quarter following the

- (3) date of grant until the options are 100% vested.
- (4) The options are exercisable at the greater of \$0.01 and the fair market value, which will be determined within 90 days of the date of grant.
- (5) The options were issued pursuant to the Issuer's Amended Plan of Reorganization, approved by the U.S. Bankruptcy Court for the Southern District of New York on May 23, 2016 and under the Issuer's Stock Option Plan.
- (6) 32,578 of the underlying shares of common stock have vested as of the date of grant and 32,577 shares will vest, subject to the Reporting Person's continued employment, on the date on which the Company files its annual report on Form 10-K for the year ended December 31, 2016 with the U.S. Securities and Exchange Commission.

**Remarks:**

\*\*\*The Issuer currently intends to apply for quotation or listing under this symbol in the future.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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