

FORM D

Notice of Exempt
Offering of Securities

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

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

0001023994

Previous Name(s) None

CDSI HOLDINGS INC

Name of Issuer

SG BLOCKS, INC.

PC411 INC

Jurisdiction of
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago
 Within Last Five Years
(Specify Year)
 Yet to Be Formed

Entity Type

Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

2. Principal Place of Business and Contact Information

Name of Issuer

SG BLOCKS, INC.

Street Address 1

3 COLUMBUS CIRCLE

Street Address 2

16TH FLOOR

City

NEW YORK

State/Province/Country

NEW YORK

ZIP/Postal Code

10019

Phone No. of Issuer

(212) 520-6218

3. Related Persons

Last Name

First Name

Middle Name

Galvin

Paul

M.

Street Address 1

3 Columbus Circle

Street Address 2

16th Floor

City

New York

State/Province/Country

NEW YORK

ZIP/Postal Code

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Chief Executive Officer, Director, Chairman of the Board

Last Name

First Name

Middle Name

Strumingher

Jennifer

Street Address 1

3 Columbus Circle

Street Address 2

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Chief Administrative Officer

Last Name

First Name

Middle Name

Wasserman

Brian

Street Address 1

Street Address 2

3 Columbus Circle

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Chief Financial Officer and Director

Last Name

First Name

Middle Name

Armstrong

Stevan

Street Address 1

Street Address 2

3 Columbus Circle

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

President, Chief Operating Officer, Director

Last Name

First Name

Middle Name

Kirkland III

James

Bryant

Street Address 1

Street Address 2

3 Columbus Circle

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Tacopina

Joseph

Street Address 1

Street Address 2

3 Columbus Circle

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Magrane

J.

Scott

Street Address 1

Street Address 2

3 Columbus Circle

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Melton

Christopher

Street Address 1

Street Address 2

3 Columbus Circle

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Bell

Marc

Street Address 1

Street Address 2

3 Columbus Circle

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Casano

Frank

Street Address 1

Street Address 2

3 Columbus Circle

16th Floor

City

State/Province/Country

ZIP/Postal Code

New York NEW YORK 10019

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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4. Industry Group

<input type="radio"/> Agriculture	<input type="radio"/> Health Care	<input type="radio"/> Retailing
<input type="radio"/> Banking & Financial Services	<input type="radio"/> Biotechnology	<input type="radio"/> Restaurants
<input type="radio"/> Commercial Banking	<input type="radio"/> Health Insurance	<input type="radio"/> Technology
<input type="radio"/> Insurance	<input type="radio"/> Hospitals & Physicians	<input type="radio"/> Computers
<input type="radio"/> Investing	<input type="radio"/> Pharmaceuticals	<input type="radio"/> Telecommunications
<input type="radio"/> Investment Banking	<input type="radio"/> Other Health Care	<input type="radio"/> Other Technology
<input type="radio"/> Pooled Investment Fund		
Travel		
<input type="radio"/> Other Banking & Financial Services	<input type="radio"/> Manufacturing	<input type="radio"/> Airlines & Airports
<input type="radio"/> Services	<input type="radio"/> Real Estate	<input type="radio"/> Lodging & Conventions
<input type="radio"/> Business Services	<input type="radio"/> Commercial	<input type="radio"/> Tourism & Travel Services
Energy	<input type="radio"/> Construction	<input type="radio"/> Other Travel
<input type="radio"/> Coal Mining	<input type="radio"/> REITS & Finance	<input type="radio"/> Other
<input type="radio"/> Electric Utilities	<input type="radio"/> Residential	
<input type="radio"/> Energy Conservation	<input type="radio"/> Other Real Estate	
<input type="radio"/> Environmental Services		
<input type="radio"/> Oil & Gas		
<input type="radio"/> Other Energy		

5. Issuer Size

Revenue Range	Aggregate Net Asset Value Range
<input type="radio"/> No Revenues	<input type="radio"/> No Aggregate Net Asset Value
<input type="radio"/> \$1 - \$1,000,000	<input type="radio"/> \$1 - \$5,000,000
<input type="radio"/> \$1,000,001 - \$5,000,000	<input type="radio"/> \$5,000,001 - \$25,000,000
<input checked="" type="radio"/> \$5,000,001 - \$25,000,000	<input type="radio"/> \$25,000,001 - \$50,000,000
<input type="radio"/> \$25,000,001 - \$100,000,000	<input type="radio"/> \$50,000,001 - \$100,000,000
<input type="radio"/> Over \$100,000,000	<input type="radio"/> Over \$100,000,000
<input type="radio"/> Decline to Disclose	<input type="radio"/> Decline to Disclose
<input type="radio"/> Not Applicable	<input type="radio"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Rule 505		
<input type="checkbox"/> Rule 504(b)(1)(i)	<input checked="" type="checkbox"/> Rule 506(b)		
<input type="checkbox"/> Rule 504(b)(1)(ii)	<input type="checkbox"/> Rule 506(c)		
<input type="checkbox"/> Rule 504(b)(1)(iii)	<input type="checkbox"/> Securities Act Section 4(a)(5)		
	<input type="checkbox"/> Investment Company Act Section 3(c)		

7. Type of Filing

New Notice Date of First Sale 2014-04-10 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Pooled Investment Fund Interests Equity

Tenant-in-Common Securities Debt

Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired Upon
 Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 100000 USD

12. Sales Compensation

Recipient Recipient CRD Number None

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation All States

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite

Total Amount Sold \$ 3505000 USD

Total Remaining to be Sold \$ USD Indefinite

Clarification of Response (if Necessary)

Reflects the sum of the subscription amount for the new investors (\$1,825,000) and the original stated maturity value for original debenture exchange investors (\$1,680,000).

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,

Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD Estimate

Finders' Fees \$ USD Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
SG BLOCKS, INC.	Paul M. Galvin	Paul M. Galvin	Chief Executive Officer, Director, Chairman of the Board	2014-04-30