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
- PC411 INC

Name of Issuer: SG BLOCKS, INC.

Jurisdiction of Incorporation/Organization: DELAWARE

Entity Type:
- (•) Corporation
- ( ) Limited Partnership
- ( ) Limited Liability Company
- ( ) General Partnership
- ( ) Business Trust
- ( ) Other

Year of Incorporation/Organization
- (•) Over Five Years Ago
- ( ) Within Last Five Years (Specify Year)
- ( ) Yet to Be Formed

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: Galvin
First Name: Paul
Middle Name: 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: Strumingher
First Name: Jennifer

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 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 Opperating 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:	☐ Executive Officer	☑ Director	☐ Promoter

Clarification of Response (if Necessary)

4. Industry Group

- ○ Agriculture
- **Banking & Financial Services**
  - ○ Commercial Banking
  - ○ Insurance
  - ○ Investing
  - ○ Investment Banking
  - ○ Pooled Investment Fund
  - ○ Other Banking & Financial Services
- ○ Business Services
- **Energy**
  - ○ Coal Mining
  - ○ Electric Utilities
  - ○ Energy Conservation
  - ○ Environmental Services
  - ○ Oil & Gas
  - ○ Other Energy
- **Health Care**
  - ○ Biotechnology
  - ○ Health Insurance
  - ○ Hospitals & Physicians
  - ○ Pharmaceuticals
  - ○ Other Health Care
- ○ Manufacturing
- **Real Estate**
  - ○ Commercial
  - ◉ Construction
  - ○ REITS & Finance
  - ○ Residential
  - ○ Other Real Estate
- ○ Retailing
- ○ Restaurants
- **Technology**
  - ○ Computers
  - ○ Telecommunications
  - ○ Other Technology
- **Travel**
  - ○ Airlines & Airports
  - ○ Lodging & Conventions
  - ○ Tourism & Travel Services
  - ○ Other Travel
- ○ Other

5. Issuer Size

Revenue Range	Aggregate Net Asset Value Range
○ No Revenues	○ No Aggregate Net Asset Value
○ $1 - $1,000,000	○ $1 - $5,000,000
○ $1,000,001 - $5,000,000	○ $5,000,001 - $25,000,000
◉ $5,000,001 - $25,000,000	○ $25,000,001 - $50,000,000
○ $25,000,001 - $100,000,000	○ $50,000,001 - $100,000,000
○ Over $100,000,000	○ Over $100,000,000
○ Decline to Disclose	○ Decline to Disclose
○ Not Applicable	○ Not Applicable

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

☐	Rule 504(b)(1) (not (i), (ii) or (iii))		☐ Rule 505		
☐	Rule 504 (b)(1)(i)		☑ Rule 506(b)		
☐	Rule 504 (b)(1)(ii)		☐ Rule 506(c)		
☐	Rule 504 (b)(1)(iii)		☐ Securities Act Section 4(a)(5)		
			☐ 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: 7

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 $ 0 USD ☐ Estimate

Finders' Fees $ 0 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.

$ 0 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**