

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): **January 23, 2023**

**SAFE & GREEN HOLDINGS CORP.**  
(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-38037</b> (Commission File Number)	<b>95-4463937</b> (I.R.S. Employer Identification Number)
<b>5011 Gate Parkway Building 100, Suite 100 Jacksonville, FL 32256</b> (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.

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**Item 8.01. Other Events.**

On January 23, 2023, Safe & Green Holdings Corp. (the "Company") issued a press release announcing that it had filed a third complaint with the U.S. Securities and Exchange Commission's Delinquent Filing Group within the Division of Enforcement against a group of affiliated beneficial shareholders believed to own a significant amount of the Company's common stock, who despite the Company's best efforts, have failed to report their ownership as required under Section 13 of the Exchange Act. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

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

Exhibit Number	Exhibit Description
99.1	<a href="#">Press Release of Safe &amp; Green Holdings Corp., dated January 23, 2023</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within in the inline XBRL document)

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: January 23, 2023

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

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**SAFE & GREEN HOLDINGS FILES THIRD COMPLAINT AGAINST LARGE**

**SHAREHOLDER GROUP TO PROVIDE SHAREHOLDER BASE TRANSPARENCY**

*The Company continues to reinforce its commitment to shareholder and work to provide transparency in the Public Market*



**JANUARY 23, 2023 – JACKSONVILLE, Fla.** – Safe & Green Holdings Corp. (NASDAQ: SGBX) (“Safe & Green Holdings” or the “Company”), a leading developer, designer, and fabricator of modular structures announced today that it has filed a third complaint with the U.S. Securities and Exchange Commission’s Delinquent Filing Group within the Division of Enforcement against a group of affiliated beneficial shareholders believed to own a large amount of the Company’s common stock, who despite the Company’s best efforts, have failed to report their ownership as required under Section 13 of the Securities Exchange Act of 1934.

The Company has made additional attempts to encourage the connected shareholders to come into compliance with Section 13 of the Exchange Act after the filing of a second complaint on December 29, 2022, yet no action has been taken by them. Given this group of shareholders is believed to control a large amount of the Company’s float, yet not disclosing this publicly, the Company felt it had no choice but to file its third complaint with the SEC to ensure that all shareholders and potential investors have accurate information, as required by law, as to its top shareholders.

“Today’s actions to pursue a third complaint with the US Securities and Exchange Commission’s Delinquent Filing Group further strengthens our commitment to provide transparency and fair market conditions to all Safe & Green Holdings shareholders,” said CEO and Chairman Paul Galvin. “We believe that our recent actions as a Company and the continued protection of our shareholders will benefit all parties involved and help eliminate any bad actors in the process.”

“We are continuing to pursue a resolution to this issue until it is solved, and we will not relent until this group is compliant and follows the regulations that all other shareholders must follow,” Paul Galvin concluded.

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**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. Safe and Green Development Corporation is a leading real estate development company. Formed in 2021, the company focuses on the development of sites using purpose built, prefabricated modules built from both wood & steel, sourced from one of Safe & Green Holdings factories and operated by SG Echo. For more information, visit [www.safeandgreenholdings.com](http://www.safeandgreenholdings.com).

**Safe Harbor Statement**

Certain statements in this press release constitute “forward-looking statements” within the meaning of the federal securities laws. Words such as “may,” “might,” “will,” “should,” “believe,” “expect,” “anticipate,” “estimate,” “continue,” “predict,” “forecast,” “project,” “plan,” “intend” or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. These forward-looking statements are based upon current estimates and assumptions and include statements regarding the float controlled by the group of connected shareholders, the Company ensuring that all shareholders and potential investors have accurate information as to its top shareholders, the recent actions as a Company benefiting all parties involved and helping to eliminate any bad actors in the process, the Company continuing to pursue a resolution to this issue until it is solved, and the Company not relenting until this group is compliant and follows the regulations that all other shareholders must follow. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward-looking statements are subject to various risks and uncertainties, many of which are difficult to predict that could cause actual results to differ materially from current expectations and assumptions from those set forth or implied by any forward-looking statements. Important factors that could cause actual results to differ materially from current expectations include, among others, the Company’s ability to encourage the connected shareholders to come into compliance with Section 13 of the Exchange Act, the Company’s ability to protect its shareholders and help eliminate any bad actors, the Company’s ability to continue to pursue a resolution to this issue until it is solved, the Company’s ability to expand within various verticals as planned, the Company’s ability to position itself for future profitability, the Company’s ability to maintain compliance with the NASDAQ listing requirements, and the other factors discussed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 and its subsequent filings with the SEC, including subsequent periodic reports on Forms 10-Q and 8-K. The information in this release is provided only as of the date of this release, and we undertake no obligation to update any forward-looking statements contained in this release on account of new information, future events, or otherwise, except as required by law.

**Investor Relations:**

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