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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001959023

Name of Issuer

Safe & Green Development Corp

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) 2021

☐ Yet to Be Formed

Previous
Names

☐ None

SGB Development Corp.

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

Safe & Green Development Corp

Street Address 1

100 BISCAYNE BLVD., SUITE 1201

Street Address 2

City

MIAMI

State/Province/Country

FLORIDA

ZIP/PostalCode

33132

Phone Number of Issuer

(646) 240-4235

3. Related Persons

Last Name

Villarreal

First Name

David

Middle Name

Street Address 1

100 Biscayne Blvd., Suite 1201

Street Address 2

City

Miami

State/Province/Country

FLORIDA

ZIP/PostalCode

33132

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Brune

First Name

Nicolai

Middle Name

Street Address 1

100 Biscayne Blvd., Suite 1201

Street Address 2

City

Miami

State/Province/Country

FLORIDA

ZIP/PostalCode

33132

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Cialone

First Name

Anthony

Middle Name

M.

Street Address 1

100 Biscayne Blvd., Suite 1201

Street Address 2

City

Miami

State/Province/Country

FLORIDA

ZIP/PostalCode

33132

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Borg	Bjarne	
Street Address 1	Street Address 2	
100 Biscayne Blvd., Suite 1201		
City	State/Province/Country	ZIP/PostalCode
Miami	FLORIDA	33132
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Melton	Christopher	
Street Address 1	Street Address 2	
100 Biscayne Blvd., Suite 1201		
City	State/Province/Country	ZIP/PostalCode
Miami	FLORIDA	33132
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Burnham	James	D.
Street Address 1	Street Address 2	
100 Biscayne Blvd., Suite 1201		
City	State/Province/Country	ZIP/PostalCode
Miami	FLORIDA	33132
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Tweedy	Jeffrey	
Street Address 1	Street Address 2	
100 Biscayne Blvd., Suite 1201		
City	State/Province/Country	ZIP/PostalCode
Miami	FLORIDA	33132
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
DeMaria	Peter	
Street Address 1	Street Address 2	
100 Biscayne Blvd., Suite 1201		
City	State/Province/Country	ZIP/PostalCode
Miami	FLORIDA	33132
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Magrane, Jr.	John	Scott
Street Address 1	Street Address 2	
100 Biscayne Blvd., Suite 1201		
City	State/Province/Country	ZIP/PostalCode
Miami	FLORIDA	33132
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

4. Industry Group

☐ Agriculture	☐ Health Care	☐ Retailing
☐ Banking & Financial Services	☐ Biotechnology	

☐ Commercial Banking	☐ Health Insurance	☐ Restaurants
☐ Insurance	☐ Hospitals & Physicians	☐ Technology
☐ Investing	☐ Pharmaceuticals	☐ Computers
☐ Investment Banking	☐ Other Health Care	☐ Telecommunications
☐ Pooled Investment Fund	☐ Manufacturing	☐ Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940?	☐ Real Estate	☐ Travel
☐ Yes ☐ No	☐ Commercial	☐ Airlines & Airports
☐ Other Banking & Financial Services	☐ Construction	☐ Lodging & Conventions
☐ Business Services	☐ REITS & Finance	☐ Tourism & Travel Services
Energy	☐ Residential	☐ Other Travel
☐ Coal Mining	☐ Other Real Estate	☐ Other
☐ Electric Utilities		
☐ Energy Conservation		
☐ Environmental Services		
☐ Oil & Gas		
☒ Other Energy		

☐ Debt
☒ Option, Warrant or Other Right to Acquire Another Security
☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

☐ Tenant-in-Common Securities
☐ Mineral Property Securities
☒ Other (describe)

Convertible Preferred Stock, Common Stock Warrants and Common Stock issuable upon conversion or exercise, as applicable of Preferred Stock and Common Warrants, as applicable.

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 \$0 USD

12. Sales Compensation

Recipient Dawson James Securities, Inc. (Associated) Broker or Dealer ☒ None None Street Address 1 101 North Federal Highway City Boca Raton State(s) of Solicitation (select all that apply) Check "All States" or check individual States ☐ All States ☒ CONNECTICUT ☒ NEW JERSEY	Recipient CRD Number ☐ None 000130645 (Associated) Broker or Dealer CRD Number ☒ None None Street Address 2 Suite 600 State/Province/Country FLORIDA ☒ Foreign/non-US	ZIP/Postal Code 33432
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13. Offering and Sales Amounts

Total Offering Amount \$18,000,000 USD or ☐ Indefinite
Total Amount Sold \$18,000,000 USD
Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The total offering amount reflects the total gross proceeds to be received assuming cash exercise of all warrants issued in the private placement.

14. Investors

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

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15. Sales Commissions & Finder's 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 \$825,000 USD ☒ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Dawson James served as the placement agent in connection with the private placement and was paid (i) a cash fee equal to 7.5% of the aggregate gross proceeds received and (ii) up to \$150,000 for legal fees and other out-of-pocket expenses.

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):

While no offering proceeds are set aside for payments to the named officers or directors, it is possible that some proceeds to be used as working capital will be used indirectly for paying salaries to employees including executive officers

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, in the accordance with applicable law, 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 the issuer 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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
Safe & Green Development Corp	/s/ Nicolai Brune	Nicolai Brune	Chief Financial Officer	2025-10-23

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.