

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): May 15, 2024

SPHERE 3D CORP.

(Exact name of registrant as specified in its charter)

Ontario
(State or other jurisdiction
of incorporation)

001-36532
(Commission
File Number)

98-1220792
(IRS Employer
Identification No.)

243 Tresser Blvd, 17th Floor
Stamford, Connecticut, United States 06901
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code: (647) 952 5049

Not Applicable
(Former name or former address, if changed since last report)

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 Symbols	Name of each exchange on which registered
Common Shares	ANY	NASDAQ Capital Market

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 15, 2024, Sphere 3D Corp. (the "Company") held an Annual and Special Meeting of Shareholders ("Meeting"). Of the 17,796,326 shares of the Company's common shares outstanding as of the record date, 6,514,907 shares or approximately 37%, were represented at the Meeting, constituting a quorum present at the Meeting. The shareholders considered five proposals at the Meeting, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 5, 2024. The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

1. To Set the Number of the Directors at Four

On a vote taken to set the size of the board, it was declared that the shareholders approved a resolution to set the size of the board at four members. Voting results are as follows:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
5,747,370	767,537	0	11,281,419

2. Election of Directors

On a vote taken regarding the election of directors, it was declared that the shareholders approved a resolution to elect the following nominees as directors of Sphere 3D Corp. for the ensuing year or until their successors are duly elected or appointed. Voting results are as follows:

<u>Nominees</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
Timothy Hanley	2,417,636	198,575	3,898,696	11,281,419
Susan Harnett	2,179,804	436,407	3,898,696	11,281,419
Duncan J. McEwan	2,189,214	426,997	3,898,696	11,281,419
Patricia Trompeter	2,396,491	219,719	3,898,697	11,281,419

3. Ratification of the Selection of Auditors

On a vote taken regarding the ratification of the selection of auditors, it was declared that the shareholders approved a resolution to appoint MaloneBailey LLP as auditors of Sphere 3D Corp. Voting results are as follows:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
6,102,083	412,824	0	11,281,419

4. Approval of the Second Amended and Restated Stock Plan

On a vote taken regarding approval of the Second Amended and Restated 2015 Performance Incentive Plan, it was declared that the shareholders approved a resolution to approve the Second Amended and Restated 2015 Performance Incentive Plan which increases the maximum number of common shares that may be issued under the Plan by an additional 500,000 shares. Voting results are as follows:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
1,962,131	654,079	3,898,697	11,281,419

5. Approval of Say-On-Pay Proposal

On a vote taken regarding approval, on an advisory basis, of the compensation of our named executive officers, it was declared that the shareholders approved a resolution, on an advisory basis, of the compensation of our named executive officers. Voting results are as follows:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
2,202,301	413,910	3,898,696	11,281,419

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibit is deemed to have been furnished to, but not filed with, the Securities and Exchange Commission.

<u>Exhibit Number</u>	<u>Description</u>
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99.1	SEDAR filing submitted May 15, 2024.
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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SIGNATURES

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, thereunto duly authorized.

Date: May 15, 2024

SPHERE 3D CORP.

By: /s/ Patricia Trompeter
Patricia Trompeter
Chief Executive Officer

May 15, 2024

To: British Columbia Securities Commission
 Alberta Securities Commission
 Ontario Securities Commission

**RE: SPHERE 3D CORP. - ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS HELD ON MAY 15, 2024
 VOTING RESULTS**

This report on the voting results of our Annual and Special Meeting of Shareholders held on May 15, 2024 is made in accordance with Section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations*. Each of the matters set out below is described in greater detail in the Notice of Meeting and Proxy Statement dated as of April 5, 2024.

1. **Board Size**

On a vote taken regarding board size, it was declared that the shareholders approved setting the number of directors at four. Voting results are as follows:

Votes For	% For	Votes Withheld	% Withheld
5,747,370	88.219	767,537	11.781

2. **Election of Directors**

On a vote taken regarding the election of directors, it was declared that the shareholders elected the following nominees as directors of Sphere 3D Corp. for the ensuing year or until their successors are duly elected or appointed. Voting results are as follows:

Nominees	Votes For	% For	Votes Withheld	% Withheld
Timothy Hanley	2,417,636	92.410	198,575	7.590
Susan Harnett	2,179,804	83.319	436,407	16.681
Duncan J. McEwan	2,189,214	83.679	426,997	16.321
Patricia Trompeter	2,396,491	91.602	219,719	8.398

3. **Ratification of Auditors**

On a vote taken regarding the auditors, it was declared that the shareholders approved the ratification of the selection of MaloneBailey LLP as auditors of Sphere 3D Corp. Voting results are as follows:

Votes For	% For	Votes Withheld	% Withheld
6,102,083	93.663	412,824	6.337

4. **Approval of the Second Amended and Restated 2015 Performance Incentive Plan**

On a vote taken regarding the 2015 Performance Incentive Plan, it was declared that the shareholders approved the Second Amended and Restated 2015 Performance Incentive Plan. Voting results are as follows:

Votes For	% For	Votes Withheld	% Withheld
1,962,131	74.999	654,079	25.001

5. **Approval of Say-On-Pay Proposal**

On a vote taken regarding Say-On-Pay, it was declared that the shareholders approved, on an advisory basis, the compensation of our named executive officers. Voting results are as follows:

Votes For	% For	Votes Withheld	% Withheld
2,202,301	84.179	413,910	15.821

No other matters were voted upon.

Yours very truly,

SPHERE 3D CORP.

/s/ Jason Meretsky

Jason Meretsky
Secretary of the Meeting
