FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b)

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Kalbfleisch Kurt L.						2. Issuer Name and Ticker or Trading Symbol Sphere 3D Corp. [ANY]						(Che	ck all applic	able)	g Person(s) to Is 10% C Other		
(Last)	Last) (First) (Middle) C/O SPHERE 3D CORP.						3. Date of Earliest Transaction (Month/Day/Year) 12/10/2024						below) SVP and CFO				
243 TRESSER BLVD., 17TH FLOOR						If Amendment, Date of Original Filed (Month/Day/Year)						6. In	Individual or Joint/Group Filing (Check Applicable				
(Street) STAMFORD CT 06901 (City) (State) (Zip)					Line) Form filed by One Rep Form filed by More tha Person								Reporting Pers	on			
			Tab	le I - No	n-Deriv	ative S	ecurities Acc	quired	, Dis	posed of	f, or Ber	eficiall	y Owned				
Date					2. Transa Date (Month/D	·	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			es Acquired Of (D) (Instr.) Securitie Benefici	neficially ned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Transact (Instr. 3	ion(s)		(Instr. 4)	
Common	Stock				12/10/	2024		M		11,719	A	(1)	148	3,234	D		
Common	Stock(2)				12/10/	2024		S		6,000	D	\$1.313	8 142	2,234	D		
Common Stock													2,	142	I	By Daughter	
Common Stock												2,	142	I	By Son		
			•	Table II -			curities Acqu lls, warrants,						Owned				
1. Title of Derivative Security	2. 3. Transaction 3A. Deemed Execution Date, or Exercise (Month/Day/Year) if any		Date, 1	l. Fransactio Code (Inst	n of	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amou of Securities Underlying		8. Price of Derivative Security	9. Number derivative Securities	Ownershi	11. Nature of Indirect Beneficial			

Expiration Date

(3)

Stock Unit (RSU) **Explanation of Responses:**

or Exercise Price of Derivative Security

Security (Instr. 3)

Restricted

1. Each RSU represents a contingent right to receive one share of Sphere 3D Corp. common stock.

12/10/2024

2. This transaction represents the sale of shares by the reporting person to satisfy the issuer's tax withholding obligations in connection with the release of vested RSUs on December 10, 2024.

11,719

Derivative Securities

Acquired (A) or

Disposed

of (D) (Instr 3, 4 and 5)

(A) (D)

Code

3. The RSUs reported under Column 9 represent two awards. The underlying shares and vesting schedules are as follows: (i) 11,607 shares vest 6/20/25 and (ii) 11,719 vest quarterly beginning 12/31/24 until 12/31/25 and 11,717 vest on 3/31/26.

Date

Exercisable

(3)

Denise Garrett For: Kurt Kalbfleisch ** Signature of Reporting Person

Underlying Derivative Security

Amount or Number

Shares

11,719

(Instr. 3 and 4)

Title

Stock

Security (Instr. 5)

(1)

Reported Transaction

(Instr. 4)

Beneficially

Form: Direct (D)

or Indirect (I) (Instr. 4)

D

Ownership

(Instr. 4)

12/12/2024

Date

81,919

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

if any (Month/Day/Year)

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Kurt Kalbfleisch, Denise Garrett and Ali Panjwani with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sphere 3D Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this <u>28</u> day of December, 2022.

/s/ Kurt Kalbfleisch	
Signature	
Kurt Kalbfleisch	
Print Name	