FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL					
OMB Number:	3235-0287				
Estimated average burden					

Section obligat	this box if no long 16. Form 4 or ions may contition 1(b).		STA		iled purs	suant to S	ection 16(a	a) of the	Securi	NEFICIA ties Exchange ompany Act of	e Act of 19		HIF	•	Est	MB Numbe timated av urs per res	erage bur	3235-0287 den 0.5	
1. Name and Address of Reporting Person* <u>CYRUS CAPITAL PARTNERS, L.P.</u>					2. Issuer Name and Ticker or Trading Symbol Sphere 3D Corp [ANY]						S. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify below)					6 Owner			
(Last) (First) (Middle) 65 EAST 55TH STREET 35TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 11/13/2018														
(Street) NEW YORK NY 10022					4. If Amendment, Date of Original Filed (Month/Day/Year)						6	Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)		(State)	(Zip)																
			Table I - No	on-Der	ivative	Secur	ities Ac	quire	d, Dis	sposed of	, or Ben	eficiall	уΟι	wned					
1. Title of Security (Instr. 3)		2. Transa Date (Month/D		Execution if any	2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		A) or , 4 and 5)	S B F	5. Amount of Securities Beneficially Owr Following Repor Transaction(s)		6. Owne Form: D (D) or In (I) (Instr.	irect direct	7. Nature of ndirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	(A) or (D)	or Dries (Instr. 3 and		nstr. 3 and 4)				()	
Series A Preferred Shares		11/13/2018				p(1)(2)		6,500,000	A	(1)(2)		6,500,000		I		See Footnotes ⁽³⁾⁽⁴⁾			
			Table II							osed of, o			Owi	ned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)			s Expiration Date (Month/Day/Year) S		7. Title and Amount Securities Underlyin Derivative Security (Instr. 3 and 4)		ng	8. Price of Derivative Security (Instr. 5)	deriva Securi Benefi Owned	ities icially d	10. Owners Form: Direct (I or Indire	Beneficial Ownership ect (Instr. 4)			
	Security			Code	v	(A)	(D)	Date Exerc	cisable	Expiration Date	Title	Amount Number Shares			Follow Report Transa (Instr.		(I) (Instr	1. 4)	
Put Option (right to sell)	(5)(6)	11/13/2018		P ⁽⁵⁾⁽⁶⁾		2,500,000		11/1	3/2018	11/13/2020	Series A Preferred Shares	2,500,0	000	(5)(6)	2,50	00,000	I	See Footnotes ⁽³⁾⁽⁴	
Call Option (obligation to sell)	(5)(6)	11/13/2018		S ⁽⁵⁾⁽⁶⁾			2,500,000	0 11/1	3/2018	11/13/2019	Series A Preferred Shares	2,500,0	000	(5)(6)	2,50	00,000	I	See Footnotes ⁽³⁾⁽⁴	
		Reporting Person*			,		•	,				,		•				,	
(Last) 65 EAST 35TH FI	T 55TH STI LOOR	(First) REET	(Middle	e)															
(Street) NEW Y	ORK	NY	10022																
(City)		(State)	(Zip)																
		Reporting Person*																	
						-													

(Street) NEW YORK	NY	10022				
	IN I	10022				
(City)	(State)	(Zip)				
	s of Reporting Person*					
CYRUS CAP	ITAL PARTNEI	RS GP, LLC				
(Last)	(First)	(Middle)				
C/O CYRUS CA	PITAL PARTNERS	, L.P.				
65 EAST 55TH S	STREET, 35TH FLO	OOR				
(Street)						
NEW YORK	NY	10022				
(City)	(State)	(Zip)				
	s of Reporting Person*					
FREIDHEIM	STEPHEN C					
(Last)	(First)	(Middle)				
C/O CYRUS CA	PITAL PARTNERS	, L.P.				
65 EAST 55TH STREET, 35TH FLOOR						
(Street)						
NEW YORK	NY	10022				

(City)	(State)	(Zip)
1. Name and Address FBC HOLDIN	, ,	
l	(First) PITAL PARTNERS, L.P. FREET, 35TH FLOOR	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

1. On November 13, 2018, Sphere 3D Corp. (the "Issuer") entered into a Conversion Agreement (the "Conversion Agreement") with FBC Holdings S.a r.l. ("FBC") pursuant to which FBC received 6,500,000 Series A Preferred Shares of the Issuer ("Series A Preferred Shares") through the exchange of \$6.5 million of a debenture by and between the Issuer and FBC. The Series A Preferred Shares, subject to prior approval by the holders of outstanding common shares of the Issuer (which may only be sought by the Issuer after the six-month anniversary of the initial issue date of the Series A Preferred Shares), are convertible into the Issuer's common shares, at a conversion rate equal to \$1.00 per share, plus accrued and unpaid dividends, divided by an amount equal to 0.85 multiplied by a 15 trading day volume weighted average price per common share prior to the date that the conversion notice is provided (the "Conversion Rate").

- 2. (Continued from footnote 1) subject to a conversion price floor of \$0.80 as required by NASDAQ rules. The Series A Preferred Shares carry a cumulative preferred dividend at a rate of 8% of the subscription price per Series A Preferred Share, are subject to mandatory redemption for cash after a two-year period, and carry a liquidation preference equal to the subscription price per Series A Preferred Share plus any accrued and unpaid dividends.
- 3. This statement is being filed by Cyrus Capital Partners, L.P. ("Cyrus"), FBC, Cyrus Capital Partners GP, L.L.C. ("Cyrus GP"), and Stephen C. Freidheim. FBC is a wholly owned subsidiary of certain funds advised and managed by Cyrus, each of which are private investment funds engaged in the business of acquiring, holding and disposing of investments in various companies. Cyrus is a manager of FBC and the investment manager of each private fund holding an interest in FBC. Cyrus GP is the general partner of Cyrus. Mr. Freidheim is the sole member and manager of Cyrus GP and Chief Investment Officer of Cyrus. Cyrus GP and Mr. Freidheim may be deemed to have a pecuniary interest in a portion of the securities held directly by FBC due to Cyrus' right to receive performance-based allocations.
- 4. (Continued from footnote 3) Each of Mr. Freidheim, Cyrus GP and Cyrus disclaims beneficial ownership of the securities of the Issuer reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any of Mr. Freidheim, Cyrus GP or Cyrus is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- S. On November 13, 2018, simultaneously with entering into the Conversion Agreement, the Issuer entered into a Share Exchange and Buy Out Agreement (the "Exchange Agreement") with EBC, Silicon Valley Technology Partners, Inc. ("SVTP") and MF Ventures, LLC ("MFV"). Under the terms of the Exchange Agreement, (i) the Issuer granted FBC the right to exchange up to 2,500,000 Series A Preferred Shares held by FBC for up to 1,879,699 shares of Series A Preferred Stock of SVTP ("SVTP Shares") held by the Issuer (the "Exchange Right"), with such Exchange Right expiring two years after the date of the Exchange Agreement, and (ii) MFV and SVTP have the right to purchase up to 2,120,301 of the SVTP Shares held by FBC plus (b) either (i) 2,500,000 Series A Preferred Shares held by FBC or (ii) if FBC has exercised its Exchange Right prior to the buy-out date,
- 6. (Continued from footnote 5) the SVTP Shares that have been exchanged for such Series A Preferred Shares by FBC pursuant to the Exchange Right (the "Buy-out Right"), for the purchase price of an amount equal to 105% of the original issue price for such shares plus all unpaid dividends accrued, with such Buy-out Right expiring within one year after the date of the Exchange Agreement.

Remarks:

CYRUS CAPITAL PARTNERS, L.P., By: Cyrus Capital Partners GP, L.L.C., its general partner, Name: /s/ Stephen C. Freidheim, Title: Sole Member/Manager	11/15/2018
CYRUS CAPITAL PARTNERS GP, L.L.C., Name: /s/ Stephen C. Freidheim, Title: Sole Member/Manager	11/15/2018
/s/ Stephen C. Freidheim	11/15/2018
FBC HOLDINGS S.A R.L., By: Cyrus Capital Partners, L.P., the investment manager of FBC Holdings S.a r.l.'s shareholders, By: Cyrus Capital Partners GP, L.L.C., its general partner, Name: /s/ Stephen C. Freidheim, Title: Sole Member/Manager	11/15/2018
** Signature of Reporting Person	Date

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

- * 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.

Form 4 Joint Filer Information

Cyrus Capital Partners GP, L.L.C. Name:

Address: c/o Cyrus Capital Partners, L.P.

65 East 55th Street, 35th Floor

New York, NY 10022

Date of Event Requiring Statement: 11/13/18

Stephen C. Freidheim Name:

c/o Cyrus Capital Partners, L.P. 65 East 55th Street, 35th Floor New York, NY 10022 Address:

Date of Event Requiring Statement: 11/13/18

Name: FBC Holdings S.a r.l.

c/o Cyrus Capital Partners, L.P. 65 East 55th Street, 35th Floor Address:

New York, NY 10022

Date of Event Requiring Statement: 11/13/18