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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0001591956	Sphere 3D Corporation		<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
Sphere 3D Corp			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
ONTARIO, CANADA			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
Sphere 3D Corp		240 MATHESON BLVD. EAST			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer		
MISSISSAUGA	ONTARIO, CANADA	L4Z 1X1	416-749-5999		

3. Related Persons

Last Name	First Name	Middle Name
Kelly	Eric	L.
Street Address 1	Street Address 2	ZIP/PostalCode
125 S. Market Street	Suite 1300	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95113
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Executive Officer

Last Name	First Name	Middle Name
Tassiopoulos	Peter	
Street Address 1	Street Address 2	ZIP/PostalCode
125 S. Market Street	Suite 1300	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95113
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

President

Last Name	First Name	Middle Name
Kalbfleisch	Kurt	L.
Street Address 1	Street Address 2	
9112 Spectrum Center Blvd		
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92123
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Chief Financial Officer

Last Name	First Name	Middle Name
Gast	Randy	
Street Address 1	Street Address 2	
125 S. Market Street	Suite 1300	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95113
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Chief Operating Officer

Last Name	First Name	Middle Name
Ashkin	Peter	
Street Address 1	Street Address 2	
125 S. Market Street	Suite 1300	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95113
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Biasini	Mario	
Street Address 1	Street Address 2	
125 S. Market Street	Suite 1300	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95113
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bordessa	Daniel	
Street Address 1	Street Address 2	
125 S. Market Street	Suite 1300	
City	State/Province/Country	ZIP/PostalCode
San Jose	CALIFORNIA	95113
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name**First Name****Middle Name**

Mahadevan

Vivekanand

Street Address 1**Street Address 2**

125 S. Market Street

Suite 1300

City**State/Province/Country****ZIP/PostalCode**

San Jose

CALIFORNIA

95113

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name**First Name****Middle Name**

Bowman

Glenn

Street Address 1**Street Address 2**

125 S. Market Street

Suite 1300

City**State/Province/Country****ZIP/PostalCode**

San Jose

CALIFORNIA

95113

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

X Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

Business Services

REITS & Finance

Other Travel

Energy

Residential

Other

Coal Mining

Other Real Estate

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range**OR****Aggregate Net Asset Value Range**

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

X \$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

\$25,000,001 - \$100,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Over \$100,000,000

Decline to Disclose
Not Applicable

Decline to Disclose
Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
X Rule 506(b)	Section 3(c)(6)	Section 3(c)(14)
Rule 506(c)	Section 3(c)(7)	
Securities Act Section 4(a)(5)		

7. Type of Filing

X New Notice Date of First Sale 2015-08-13 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

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 X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number X None
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount	\$2,000,000 USD or Indefinite
Total Amount Sold	\$2,000,000 USD
Total Remaining to be Sold	\$0 USD or Indefinite

Clarification of Response (if Necessary):

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:

1

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 \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

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):

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 Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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
Sphere 3D Corp	/s/ Kurt L. Kalbfleisch	Kurt L. Kalbfleisch	Chief Financial Officer	2015-08-28

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.
