

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

1. Name and Address of Reporting Person* <u>CYRUS CAPITAL PARTNERS, L.P.</u> (Last) (First) (Middle) 65 EAST 55TH STREET 35TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp [ANY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2018		S		196,725 ⁽¹⁾	D	(2)	822,471 ⁽³⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	02/22/2018		S		212,490	D	\$2.2105	609,981 ⁽⁷⁾	I	See Footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾
Common Stock	02/23/2018		S		200,000 ⁽¹⁾	D	\$2.2069	409,981 ⁽⁸⁾	I	See Footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
CYRUS CAPITAL PARTNERS, L.P.
 (Last) (First) (Middle)
 65 EAST 55TH STREET
 35TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CYRUS CAPITAL PARTNERS GP, LLC
 (Last) (First) (Middle)
 C/O CYRUS CAPITAL PARTNERS, L.P.
 65 EAST 55TH STREET, 35TH FLOOR
 (Street)
 NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[FREIDHEIM STEPHEN C](#)

(Last) (First) (Middle)

C/O CYRUS CAPITAL PARTNERS, L.P.
65 EAST 55TH STREET, 35TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRESCENT 1 LP](#)

(Last) (First) (Middle)

C/O CYRUS CAPITAL PARTNERS, L.P.
65 EAST 55TH STREET, 35TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cyrus Select Opportunities Master Fund, Ltd.](#)

(Last) (First) (Middle)

C/O CYRUS CAPITAL PARTNERS, L.P.
65 EAST 55TH STREET, 35TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CRS Master Fund, L.P.](#)

(Last) (First) (Middle)

C/O CYRUS CAPITAL PARTNERS, L.P.
65 EAST 55TH STREET, 35TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cyrus Opportunities Master Fund II, Ltd.](#)

(Last) (First) (Middle)

C/O CYRUS CAPITAL PARTNERS, L.P.
65 EAST 55TH STREET, 35TH FLOOR

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cyrus Capital Advisors, L.L.C.](#)

(Last) (First) (Middle)

C/O CYRUS CAPITAL PARTNERS, L.P.
65 EAST 55TH STREET, 35TH FLOOR

(Street)

NEW YORK NY 10022

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
FBC HOLDINGS S.A.R.L.		
(Last)	(First)	(Middle)
C/O CYRUS CAPITAL PARTNERS, L.P.		
65 EAST 55TH STREET, 35TH FLOOR		
(Street)		
NEW YORK,	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

- The shares of common stock ("Common Shares") sold were owned directly by FBC.
- The price per share reported in Column 4 is a weighted average price. These Common Shares were sold in multiple transactions at prices ranging US\$2.39560 to US\$2.64470. The Reporting Persons undertake to provide full information regarding the number of Common Shares sold at each price to the Commission upon request.
- Upon completion of the sale by FBC of 196,725 Common Shares of the Issuer; Cyrus Opportunities Master Fund II, Ltd. ("Cyrus Opportunities") directly owns 18,934 Common Shares of the Issuer; CRS Master Fund, L.P. ("CRS") directly owns 6,058 Common Shares of the Issuer; Crescent I, L.P. ("Crescent") directly owns 6,961 Common Shares of the Issuer; Cyrus Select Opportunities Master Fund, Ltd. ("Cyrus Select") directly owns 3,057 Common Shares of the Issuer; and FBC Holdings S.a r.l. ("FBC") directly owns 787,641 Common Shares of the Issuer.
- This statement is being filed by Cyrus Capital Partners, L.P. ("Cyrus"), FBC, Cyrus Capital Partners GP, L.L.C. ("Cyrus GP"), Cyrus Opportunities, CRS, Crescent, Cyrus Select, Cyrus Capital Advisors, L.L.C. ("Cyrus Advisors") and Stephen C. Freidham (each of Cyrus, FBC, Cyrus GP, Cyrus Opportunities, CRS, Crescent, Cyrus Select, Cyrus Advisors and Mr. Freidheim, collectively the "Reporting Persons"). FBC, a wholly owned subsidiary of Cyrus Opportunities, CRS, Crescent, Cyrus Select and Cyrus Europe Master Fund, Ltd., each of which are private investment funds engaged in the business of acquiring, holding and disposing of investments in various companies.
- Cyrus is the manager of FBC and the investment manager of each private fund holding an interest in FBC. Cyrus GP is the general partner of Cyrus. Cyrus Advisors is the general partner of Crescent and CRS. Mr. Freidheim is the manager of Cyrus GP and Cyrus GP is the managing member of Cyrus Advisors. Mr. Freidheim is also the Chief Investment Officer of Cyrus.
- Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that each Reporting Person was, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities of the Issuer held by the Reporting Persons, and such beneficial ownership was and is expressly disclaimed by the Reporting Persons except to the extent of their pecuniary interest.
- Such sales were conducted by the following entities and in the following amounts: Cyrus Opportunities sold 18,934 Common Shares of the Issuer; CRS sold 6,058 Common Shares of the Issuer; Crescent sold 6,961 shares of Common Shares of the Issuer; Cyrus Select sold 3,057 Common Shares of the Issuer; and FBC sold 177,480 Common Shares of the Issuer. Upon completion of these sales, FBC is the direct owner of the remaining 609,981 Common Shares owned by the Reporting Persons.
- The Common Shares are owned directly by FBC.

Remarks:

/s/Stephen C. Freidheim, Manager of Cyrus Capital Partners GP, L.L.C., the general partner of Cyrus Capital Partners, L.P.	02/23/2018
/s/Stephen C. Freidheim, Manager of Cyrus Capital Partners GP, L.L.C.	02/23/2018
/s/Stephen C. Freidheim, individually	02/23/2018
/s/Stephen C. Freidheim, Manager of Cyrus Capital Partners GP, L.L.C., the managing member of Cyrus Capital Advisors, L.L.C., the general partner of Crescent I, L.P. and CRS Master Fund, L.P.	02/23/2018
/s/Stephen C. Freidheim, Authorized Signatory of Cyrus Select Opportunities Master Fund, Ltd. and Cyrus Opportunities Master Fund II, Ltd.	02/23/2018
/s/Stephen C. Freidheim, Manager of Cyrus Capital Partners GP, L.L.C., the managing member of Cyrus Capital Advisors, L.L.C.	02/23/2018
/s/Stephen C. Freidheim, Manager of Cyrus Capital Partners GP, LLC, the general partner of Cyrus Capital Partners, L.P., the investment manager of FBC Holdings S.a r.l.'s shareholders	02/23/2018

** 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.

