

**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): August 21, 2018

**SPHERE 3D CORP.**

(Exact name of registrant as specified in its charter)

**Ontario, Canada**  
(State or other jurisdiction  
of incorporation)

**001-36532**  
(Commission File Number)

**98-1220792**  
(IRS Employer Identification No.)

**240 Matheson Blvd. East,  
Mississauga, Ontario**  
(Address of principal executive offices)

**L4Z 1X1**  
(Zip Code)

Registrant's telephone number, including area code **(858) 571-5555**

**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 (see General Instruction A.2. below):

- 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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On August 21, 2018, Sphere 3D Sphere 3D Corp., an Ontario corporation (the “Company”), Overland Storage, Inc., a California corporation and a wholly owned subsidiary of the Company (“Overland”), and Silicon Valley Technology Partners, Inc. (formerly Silicon Valley Technology Partners LLC), a Delaware corporation (the “Purchaser”), entered into that certain Amendment (the “Amendment”) to the Share Purchase Agreement, dated February 20, 2018, among the Company, Overland and the Purchaser (the “Purchase Agreement”).

As previously announced, subject to certain exceptions and limitations and prior to the effectiveness of the Amendment, the Company or Purchaser could terminate the Purchase Agreement if the Share Purchase (as defined in the Purchase Agreement) was not consummated by August 19, 2018 (such date, the “End Date”). Pursuant to the Amendment, the parties agreed to extend the End Date from August 19, 2018 to December 17, 2018.

Other than as expressly modified pursuant to the Amendment, the Purchase Agreement, which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission by the Company on February 21, 2018, remains in full force and effect as originally executed on February 20, 2018. The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">2.1</a>	<a href="#">Amendment to Share Purchase Agreement, by and among Sphere 3D Corp., Overland Storage, Inc., and Silicon Valley Technology Partners, Inc., dated as of August 21, 2018</a>

## 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: August 21, 2018

**SPHERE 3D CORP.**

By: /s/ Kurt L. Kalbfleisch  
Kurt L. Kalbfleisch  
Chief Financial Officer

## EXHIBIT INDEX

(d) Exhibits

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<a href="#">2.1</a>	<a href="#">Amendment to Share Purchase Agreement, by and among Sphere 3D Corp., Overland Storage, Inc., and Silicon Valley Technology Partners, Inc., dated as of August 21, 2018</a>

**AMENDMENT  
TO  
SHARE PURCHASE AGREEMENT**

This **AMENDMENT TO SHARE PURCHASE AGREEMENT** (this "Amendment") is entered into as of August 21, 2018, by and among Silicon Valley Technology Partners, Inc. (formerly Silicon Valley Technology Partners LLC), a Delaware corporation ("Purchaser"), Overland Storage, Inc., a California corporation (the "Company"), and Sphere 3D Corp., a corporation organized under the laws of Ontario ("Seller").

**RECITALS**

**WHEREAS**, Purchaser, Company, and Seller are parties to that certain Share Purchase Agreement, dated as of February 20, 2018 (the "Purchase Agreement"; capitalized terms used but not defined herein have the respective meanings set forth in the Purchase Agreement);

**WHEREAS**, pursuant to Section 8.3 of the Purchase Agreement, the parties may cause the Purchase Agreement to be amended at any time by execution of an instrument in writing signed on behalf of each of Purchaser and Seller; and

**WHEREAS**, the parties desire to amend the Purchase Agreement as provided in this Amendment.

**NOW, THEREFORE**, in consideration of the foregoing and the mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

**AGREEMENT**

1. **Amendment to Section 8.1(b)**. Section 8.1(b) of the Purchase Agreement shall be amended by deleting the reference to "one hundred eighty days (180) days" and replacing it with "three hundred (300) days".
  2. **No Other Amendments**. Except as and to the extent expressly modified by this Amendment, the Purchase Agreement is not otherwise being amended, modified or supplemented and shall remain in full force and effect in accordance with its terms.
  3. **Governing Law; Consent to Jurisdiction**. This Amendment shall be governed by and construed in accordance with the laws of the State of California, regardless of the laws that might otherwise govern under applicable principles of conflicts of law thereof, and subject to the dispute resolution provisions contained in Section 10.7 of the Purchase Agreement.
  4. **Counterparts**. This Amendment may be executed in one or more counterparts, including by facsimile or electronic transmission, which shall together constitute one agreement.
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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Share Purchase Agreement to be executed by their duly authorized respective officers as of the date first written above.

SILICON VALLEY TECHNOLOGY PARTNERS, INC.

By: /s/ Eric Kelly  
Name: Eric Kelly  
Title: Chief Executive Officer

OVERLAND STORAGE, INC.

By: /s/ Peter Tassiopoulos  
Name: Peter Tassiopoulos  
Title: Director

SPHERE 3D CORP.

By: /s/ Duncan McEwan  
Name: Duncan McEwan  
Title: Director

[Signature Page to Amendment to Share Purchase Agreement]

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