
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **February, 2015**

Commission File Number: **000-55232**

Sphere 3D Corporation

(Translation of registrant's name into English)

240 Matheson Blvd. East

Mississauga, Ontario L4Z 1X1

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SUBMITTED HEREWITH

Exhibits

[99.1](#) [Notice of Change of Auditor](#)

[99.2](#) [Letter of Form Auditor](#)

[99.3](#) [Letter of Successor Auditor](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SPHERE 3D CORPORATION
(Registrant)

Date: February 6, 2015

By: */s/ Kurt Kalbfleisch*

Kurt Kalbfleisch
Title: Senior Vice President and Chief Financial Officer

Notice of Change of Auditor
Pursuant to NI 51-102 (Part 4.11)

To: **Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission**

And to: **Collins Barrow Toronto LLP
Moss Adams LLP**

Re: **Notice of Change of Auditor**

TAKE NOTICE THAT:

Pursuant to National Instrument 51-102 Continuous Disclosure Obligations, Sphere 3D Corporation (the "Company") advises that effective January 30, 2015 (the "Effective Date"), Collins Barrow Toronto LLP (the "Former Auditors") have resigned as the auditors of the Company and that Moss Adams LLP (the "Successor Auditors") have been appointed as the Company's auditors in their place.

The resignation of the Former Auditors and the appointment of the Successor Auditors was approved by the Company's audit committee and Board of Directors.

There have been no reservations in the Former Auditor's reports in connection with the audits of the two most recently completed fiscal years.

There are no reportable events, including disagreements, consultations or unresolved issues, as such terms are defined in National Instrument 51-102.

Dated this 30th day of January, 2015.

Sphere 3D Corporation



Kurt Kalbfleisch
CFO

January 30, 2015

Mr. T. Scott Worthington, Chief Financial Officer
and
Mr. Glenn Bowman, Audit Committee Chairman
Sphere 3D Corporation
240 Matheson Blvd. E.
Mississauga, ON L4Z 1X1

Dear Mr. Worthington and Mr. Bowman:

Re: Sphere 3D Corporation (the "Company")

At the request of the Company, we hereby tender our resignation as auditors of the Company effective immediately. We will proceed with the 2013 US GAAP engagement as per your request.

COLLINS BARROW TORONTO LLP

Collins Barrow Toronto LLP

Licensed Public Accountants
Chartered Accountants

February 4, 2015

Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission

Dear Sirs:

Re: Sphere 3D Corporation ("the Corporation")

Notice of Change of Auditor Pursuant to NI 51-102 (Part 4.11)

In accordance with Section 4.11 of National Instrument 51-102, we have reviewed the Corporation's Change of Auditor Notice ("the Notice") dated February 4, 2015. Based on our information as of this date we agree with the statements contained in the Notice.

Yours truly,

Certified Public Accountants
MOSS ADAMS LLP
