

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): February 9, 2026

SPHERE 3D CORP.

(Exact name of registrant as specified in its charter)

Ontario
(State or other jurisdiction
of incorporation)

001-36532
(Commission
File Number)

98-1220792
(IRS Employer
Identification No.)

243 Tresser Blvd, 17th Floor
Stamford, Connecticut, United States 06901
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code: (647) 952 5049

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Shares	ANY	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 is incorporated by reference into this Item 3.03.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 9, 2026, Sphere 3D Corp. (the "Company") filed Articles of Amendment (the "Amendment") to effectuate a share consolidation (the "Share Consolidation") of its issued and outstanding common shares in the ratio of 1-for-10. The Share Consolidation became effective on February 9, 2026. Following the Share Consolidation, every ten (10) issued and outstanding common shares of the Company was automatically combined and converted into one (1) issued and outstanding common share of the Company. No fractional shares will be issued in connection with Share Consolidation. If the Share Consolidation results in a fractional share, the number of new common shares issued will be rounded up to the nearest whole share.

As previously announced, on May 29, 2025, the Company's shareholders approved the Share Consolidation at the 2025 annual meeting of shareholders and authorized the Board of Directors of the Company (the "Board"), in its discretion, to effect a share consolidation of the Company's common shares at a specific ratio, ranging from one-for-two to one-for-ten, to be determined by the Board and effected, if at all, within one year from the date of the annual meeting of the shareholders. On February 2, 2026, the Board determined to effect the Share Consolidation at a ratio of 1-for-10 and to approve the corresponding final form of the Amendment.

The Company's common shares began trading on a Share Consolidation-adjusted basis on the Nasdaq Capital Market at the opening of trading on February 10, 2026. In connection with the Share Consolidation, the Company's common shares commenced trading with a new CUSIP number, 84841L506, and continue to be traded under the existing trading symbol "ANY". The Company's transfer agent, TSX Trust Company, is acting as exchange agent for the Share Consolidation and has sent instructions to shareholders of record regarding the exchange of certificates for common shares.

The foregoing description of the Amendment is not complete and is subject to, and qualified in its entirety by, the full text of the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On February 6, 2026, the Company issued a press release announcing the Share Consolidation. A copy of the of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

The foregoing Exhibit 99.1 is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report will not be deemed an admission as to the materiality of any information in this Item 7.01, including Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Articles of Amendment of the Company dated February 9, 2026.
99.1	Press Release dated February 6, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: February 12, 2026

SPHERE 3D CORP.

By: /s/ Kurt Kalbfleisch _____
Kurt Kalbfleisch
Chief Executive Officer



Ministry of Public and
Business Service Delivery
Ministère des Services au public et
aux entreprises

Certificate of Amendment

Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

SPHERE 3D CORP.

Corporation Name / Dénomination sociale

1933033

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entrèrent en
vigueur le

February 09, 2026 / 09 février 2026

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete
without the Articles of Amendment

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



Ce certificat de modification n'est pas complet s'il
ne contient pas les statuts de modification

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registraire



Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)
SPHERE 3D CORP. (March 24, 2015)

1. The name of the corporation is changed to:
Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:
Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":
Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:

To consolidate the existing common shares on a 10-for-1 basis, being one (1) post-consolidation common share for each ten (10) pre-consolidation common share outstanding, fractions to be rounded to the nearest whole number.

C. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":
Not amended

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

A handwritten signature in black ink, appearing to read "V. Quintanilla-W.", written over a light blue horizontal line.

Director/Registrar, Ministry of Public and Business Service Delivery

D. The issue, transfer or ownership of shares is/ls not restricted and the restrictions (if any) are as follows. If none, enter "None":

Not amended

E. Other provisions:

Not amended

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:

May 29, 2025

The articles have been properly executed by the required person(s).

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla-W.

Director/Registrar, Ministry of Public and Business Service Delivery



Sphere 3D Provides Business and Financial Update

STAMFORD, Connecticut, February 6, 2026 -- Sphere 3D Corp. ("Sphere 3D" or the "Company") (Nasdaq: ANY), a Bitcoin mining company, today provided an update on its operational focus, creating a foundation for growth and financial progress over the past year, reflecting a continued discipline on cost control and long-term positioning and announced that it will effect a share consolidation (also known as a reverse stock split) of its common shares on a 1-for-10 basis, which was previously approved by shareholders on May 29, 2025.

Despite a volatile macroeconomic and energy environment, the Company continued to operate and optimize its Bitcoin mining activities. Sphere 3D made selective investments in newer-generation mining equipment, prioritizing mining efficiency, and maintained flexibility across hosting and power arrangements to balance economics and sustained growth. In March 2025, Sphere 3D's new 8MW facility in Iowa was fully energized. Sphere 3D replaced older generation miners with approximately 2,300 newer generation S21+, S21 XP and S21 Pro miners. These steps have improved the average fleet efficiency from 27.1 J/th at the end of 2024 to below 19.0 J/th currently.

During 2025, Sphere 3D mined 111.6 Bitcoin. As of December 31, 2025, the Company had a self-mined balance of 37.3 Bitcoin.

"The actions we have taken this past year reflect a consistent focus on discipline, simplification, and long-term positioning as we review strategic alternatives for the Company in 2026," said Kurt Kalbfleish, CEO of Sphere 3D.

Sphere 3D has taken deliberate steps to align its cost structure with its operating footprint. These actions resulted in year-over-year reductions in its fourth quarter general and administrative expenses of 50% when compared to the fourth quarter of 2024.

The Company also took steps to reduce uncertainty and simplify its profile, which allowed management to focus on operational growth and financial discipline. During 2025 Sphere 3D sold its remaining CORZ shares resulting in a cumulative recovery of \$9.4 million in excess of its settlement value. The Company also exited its hosting agreement with Rebel Mining Company LLC through a negotiated termination and settlement, and successfully raised capital by executing a warrant inducement generating \$4.1 million in gross proceeds which were redeployed into newer-generation mining equipment.

The Company is effecting a reverse stock split. The reverse stock split will become effective on February 9, 2026. The Company's common shares will continue to be traded on the Nasdaq Capital Market and will begin trading on a post-consolidation basis as of the opening of trading on February 10, 2026, under a new CUSIP number 84841L506 and under the existing trading symbol "ANY". At the effective time of the share consolidation, every ten (10) issued and outstanding common shares of the Company will be automatically combined and converted into one (1) issued and outstanding common share, without any change in the par value per share. Shareholders holding their shares electronically in book-entry form are not required to take any action to receive post-reverse split shares. Shareholders owning shares through a bank, broker, or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers' particular processes, and will not be required to take any action in connection with the reverse stock split. For those shareholders holding physical stock certificates, the Company's transfer agent, TSX Trust Company, will send instructions for exchanging those certificates for shares held electronically in book-entry form or for new certificates, in either case representing the post-reverse split number of shares. The reverse stock split will affect all shareholders uniformly and will not alter any shareholder's percentage interest in the Company's equity, except where the share consolidation results in a shareholder owning a fractional share, in which case the number of new common shares issued will be rounded up to the nearest whole share. No fractional shares will be issued.

The reverse stock split will reduce the number of common shares outstanding from 33,925,259 shares, the number of shares outstanding on February 5, 2026, to approximately 3,392,525 shares, subject to adjustment for fractional shares. Proportional adjustments will be made to the number of common shares upon exercise or conversion of the Company's options and warrants, as well as the applicable exercise price, as applicable.

About Sphere 3D

Sphere 3D Corp. (NASDAQ: ANY) is a Bitcoin miner, growing its digital asset mining operation through the capital-efficient procurement of next-generation mining equipment and partnering with data center operators. Sphere 3D is dedicated to increasing shareholder value. For more information about Sphere 3D, please visit Sphere3D.com.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally relate to future events, including the timing of the proposed transaction and other information related to the proposed transaction. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these words or other similar terms or expressions. Expectations and beliefs regarding matters discussed herein may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The forward-looking statements contained in this communication are also subject to other risks and uncertainties, including those more fully described in filings with the Securities and Exchange Commission ("SEC"), including Sphere 3D's reports filed on Form 10-K and Form 8-K and in other filings made by Sphere 3D with the SEC from time to time and available at www.sec.gov. These forward-looking statements are based on current expectations, which are subject to change.

Sphere 3D Contact

Investor.relations@sphere3d.com
