

**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): November 5, 2018

Sphere 3D Corp.

(Exact name of registrant as specified in its charter)

Ontario, Canada

001-36532

98-1220792

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**895 Don Mills Road,
Bldg. 2, Suite 900
Toronto, Ontario**

M3C 1W3

(Address of principal executive offices)

(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 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 November 5, 2018, the Sphere 3D Corp. (the “Company”) filed Articles of Amendment to effectuate a share consolidation (the “Share Consolidation”) of its issued and outstanding common shares on a 1-for-8 basis. The Share Consolidation became effective on November 5, 2018. Following the Share Consolidation, every eight (8) issued and outstanding common shares of the Company will be automatically combined and converted into one (1) issued and outstanding common share. 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 to the nearest whole share (with one half being rounded upward). The par value and other terms of the Company’s common shares were not affected by the Share Consolidation.

As previously announced, the Company’s shareholders authorized 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 special meeting of the shareholders. On October 24, 2018, subject to receipt of shareholder approval, the Board of Directors of Company determined to effect the Share Consolidation at a ratio of 1-for-8 and approve the corresponding final form of the Amendment.

The Company’s common shares will begin trading on a Share Consolidation-adjusted basis on the Nasdaq Capital Market at the opening of trading on November 6, 2018. In connection with the Share Consolidation, the Company’s common shares will commence trading with a new CUSIP number, 84841L308, and will 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 will send instructions to shareholders of record regarding the exchange of certificates for common shares.

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

Item 8.01 Other Events.

On November 5, 2018, 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Articles of Amendment of the Company dated November 5, 2018.
99.1	Press Release dated November 5, 2018.

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: November 5, 2018

SPHERE 3D CORP.

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

EXHIBIT INDEX

(d) Exhibits

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1. To consolidate the issued and outstanding common shares of the Corporation on an 8:1 basis, such that every eight (8) common shares of the Corporation shall be consolidated into one (1) common share of the Corporation.
2. No fractional shares will be issued as a result of the share consolidation. Any fractional shares resulting from the share consolidation will be rounded to the nearest whole number.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2018/10/31

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

SPHERE 3D CORP.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :

(Signature)
(Signature)



Kurt L. Kalbfleisch

(Description of Office)
(Fonction)

SVP & CFO



Sphere 3D Completes 1-for-8 Share Consolidation

SAN JOSE, CA – November 5, 2018 – Sphere 3D Corp. (NASDAQ: ANY), a containerization, virtualization and data management solution provider, today announced that it has effected the previously approved share consolidation (also known as a reverse stock split) of its common shares on a 1-for-8 basis.

The Company's common shares will begin trading on a post-consolidation basis on the NASDAQ Capital Market, as of the opening of trading on November 6, 2018 under a new CUSIP number 84841L308 and under the existing trading symbol "ANY".

Following the share consolidation, every eight issued and outstanding common shares of the Company will be automatically combined and converted into one issued and outstanding common share. Where the share consolidation results in a fractional share, the number of new common shares issued will be rounded to the nearest whole share (with one half being rounded upward). No fractional shares will be issued.

The share consolidation is intended to increase the per share trading price of Sphere 3D's common shares to satisfy the \$1.00 minimum bid price requirement for continued listing on the Nasdaq Capital Market.

About Sphere 3D

Sphere 3D Corp. (NASDAQ:ANY) delivers containerization, virtualization, and data management solutions via hybrid cloud, cloud and on-premises implementations through its global reseller network and professional services organization. Sphere 3D, along with its wholly owned subsidiaries Overland Storage, and Tandberg Data, has a strong portfolio of brands, including HVE ConneXions and UCX ConneXions, dedicated to helping customers achieve their IT goals. For more information, visit www.sphere3d.com.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks, uncertainties, and assumptions that are difficult to predict. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of risks and uncertainties including, without limitation, our ability to regain compliance with the NASDAQ minimum closing bid price requirement between now and November 26, 2018; our inability to take other actions to regain compliance with the NASDAQ minimum closing bid price requirement; our ability to consummate the transactions contemplated by the Share Purchase Agreement with Silicon Valley Technology Partners, Inc. ("Purchaser"), pursuant to which Purchaser proposes to acquire Overland and the Data Protection and Archive business from Sphere 3D; Purchaser's inability to obtain sufficient financing to fund such acquisition and our inability to meet the closing conditions and to close such acquisition on a timely basis; our inability to obtain additional debt or equity financing or to refinance our debt; any increase in our cash needs; our ability to successfully integrate the UCX and HVE ConneXions business with our other businesses; unforeseen changes in the course of our business or the business of our wholly-owned subsidiaries, including, without limitation, Overland Storage and Tandberg Data; market adoption and performance of our products; the level of success of our collaborations and business partnerships; possible actions by customers, partners, suppliers, competitors or regulatory authorities; and other risks detailed from time to time in our periodic reports contained in our Annual Information Form and other filings with Canadian securities regulators (www.sedar.com) and in prior periodic reports filed with the United States Securities and Exchange Commission (www.sec.gov). Sphere 3D undertakes no obligation to update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by law.

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