

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Sphere 3D Corp.**

(Exact Name of Registrant as Specified in Its Charter)

**Ontario, Canada**

(State or Other Jurisdiction of  
Incorporation or Organization)

**98-1220792**

(I.R.S. Employer  
Identification No.)

**243 Tresser Blvd, 17th Floor  
Stamford, Connecticut 06901**

(Address, Including Zip Code, of Principal Executive Offices)

**Sphere 3D Corp. 2025 Performance Incentive Plan  
Inducement Restricted Stock Unit Award Agreement**

(Full Title of the Plan)

**CCS Global Solutions, Inc.  
500 Seventh Avenue, Office 12B101  
New York, NY 10018  
(917) 566-7046**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Raffael M. Fiumara, Esq.  
Sami B. Ghneim, Esq.  
Greenberg Traurig, P.A.  
333 S.E. 2nd Avenue, Suite 4400  
Miami, Florida 33131  
(305) 579-0500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

Smaller reporting 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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Sphere 3D Corp. (the “Company” or the “Registrant”), to register for issuance 500,000 Common Shares reserved for issuance pursuant to a restricted stock unit award granted to Joel Block on June 7, 2026, effective upon the filing of this Registration Statement, to induce him to accept employment as the Chief Executive Officer of the Company (the “Inducement Grant”).

The Inducement Grant is generally subject to the terms and conditions of the Company’s 2025 Performance Incentive Plan, as amended (the “2025 Plan”), but is not charged to the 2025 Plan’s share reserve. As such, the Inducement Grant is part of a separate plan that has not been approved by shareholders. The Inducement Grant was granted as an inducement material to Mr. Block entering into employment with the Company in accordance with the “inducement” grant exception under Nasdaq Listing Rule 5635(c)(4). The Inducement Grant is unvested and unsettled as of the date of this Registration Statement.

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**PART I**

**INFORMATION REQUIRED IN THE  
SECTION 10(a) PROSPECTUS**

The documents containing the information required in Part I of this registration statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act") in accordance with the rules and regulations of the United States Securities and Exchange Commission (the "Commission"). Such documents are not being filed with the Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Commission are incorporated herein by reference:

- (a) The Company's Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2025, filed with the Commission on March 27, 2026;
- (b) The Company's Quarterly Report on [Form 10-Q](#) for its fiscal quarter ended March 31, 2026 filed with the Commission on May 15, 2026;
- (c) The Company's Current Reports on Form 8-K, filed with the Commission on [January 16, 2026](#), [February 12, 2026](#), [February 27, 2026](#), [March 11, 2026](#), [May 14, 2026](#), [May 21, 2026](#), and [June 3, 2026](#);
- (d) The description of the Company's Common Shares contained in [Exhibit 4.1](#) to its Annual Report on [Form 10-K](#) for its fiscal year ended December 31, 2025, filed with the Commission on March 27, 2026; and
- (e) All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 8. Exhibits**

- 5.1 [Opinion of DuMoulin Black LLP.](#)
- 10.1 [Sphere 3D Corp. 2025 Performance Incentive Plan, as amended \(incorporated by reference to Annex C to DEFM14A filed April 16, 2026\).](#)
- 23.1 [Consent of MaloneBailey, LLP.](#)
- 23.2 [Consent of SRCO Professional Corporation.](#)
- 23.3 [Consent of DuMoulin Black LLP \(included in Exhibit 5.1\).](#)
- 24 [Power of Attorney \(included in this Registration Statement under “Signatures”\).](#)
- 107 [Filing Fee Table.](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on June 8, 2026.

**SPHERE 3D CORP.**

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

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Joel Block and Kurt Kalbfleisch as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joel Block</u> Joel Block	Chief Executive Officer (Principal Executive Officer) and Director	June 8, 2026
<u>/s/ Kurt Kalbfleisch</u> Kurt Kalbfleisch	Chief Financial Officer (Principal Financial Officer) and Director	June 8, 2026
<u>/s/ Tiah Reppas</u> Tiah Reppas	Chief Accounting Officer (Principal Accounting Officer)	June 8, 2026
<u>/s/ Timothy Hanley</u> Timothy Hanley	Director	June 8, 2026
<u>/s/ Marcus Dent</u> Marcus Dent	Director	June 8, 2026
<u>/s/ Nicholas Gates</u> Nicholas Gates	Director	June 8, 2026

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the requirements of the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this registration statement in the City of San Diego, State of California on June 8, 2026.

**AUTHORIZED U.S. REPRESENTATIVE**

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



DuMoulin Black LLP  
15<sup>TH</sup> Floor, 1111 West Hastings Street  
Vancouver BC Canada V6E 2J3  
www.dumoulinblack.com

Telephone No. (604) 687-1224

File No. 6451-001

June 8, 2026

Sphere 3D Corp.  
243 Tresser Blvd, 17th Floor  
Stamford, Connecticut 06901

Dear Sirs/Mesdames:

**Re: Sphere 3D Corp. (the "Company") - Form S-8 Registration Statement**

We have acted as local counsel in the Province of Ontario to the Company. We understand that the Company has prepared a Registration Statement on Form S-8 (the "**Registration Statement**") under the United States Securities Act of 1933, as amended (the "**Act**"). The Registration Statement relates to the issuance by the Company of up to 500,000 common shares of the Company (the "**Shares**") issuable upon the settlement of outstanding restricted share units of the Company ("**Restricted Share Units**"), as more fully described in the Registration Statement. All capitalized terms not defined herein shall have the meanings ascribed thereto in the Registration Statement. The Restricted Share Units shall be subject to the terms and conditions of the Company's 2025 Performance Incentive Plan, as amended (the "**Equity Plan**").

For the purposes of our opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of:

1. a certificate of an officer of the Company dated the date hereof (the "**Officer's Certificate**");
  2. the Registration Statement (excluding the documents incorporated by reference under Part II, Item 3 of the Registration Statement);
  3. a certified copy of resolutions of the board of directors of the Company dated the date hereof;
  4. the certificate and articles of amendment of the Company and the by-laws of the Company (collectively, the "**Constating Documents**"); and
  5. the Equity Plan.
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Whenever our opinion refers to shares of the Company, whether issued or to be issued, as being “**fully paid and non-assessable**”, such opinion indicates that the holder of such shares will not be liable to contribute any further amounts to the Company by virtue of its status as a holder of such shares, either in order to complete payment for the shares or to generally satisfy claims of creditors of the Company. No opinion is expressed as to actual receipt by the Company of the consideration for the issuance of such shares or as to the adequacy of any consideration received.

For the purposes of our opinion below, we have relied solely on the Officer’s Certificate in respect of certain factual matters.

The opinions expressed herein are subject to the following exceptions, qualifications and assumptions:

- (a) we have assumed the genuineness of all signatures, the legal capacity at all relevant times of any individual signing such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as certified or photostatic copies or facsimiles (including scanned copies provided by email), and the authenticity of the originals of such certified or photostatic copies or facsimiles and the truth and accuracy of all corporate records of the Company and certificates of officers provided to us by the Company;
- (b) we have assumed that, at all relevant times, the Constatting Documents, the resolutions of the board of directors of the Company upon which we have relied and the Equity Plan have not been or will not be varied, amended or revoked in any respect; and
- (c) we have assumed that, at the time of issuance of any Shares, there shall be a sufficient number of Shares available for issuance under the authorized share capital of the Company.

We are not qualified to practice law in the United States of America. We are solicitors qualified to practice law in the Province of Ontario only and we express no opinion as to the laws of any jurisdiction, or as to any matters governed by the laws of any jurisdiction, other than the laws of the Province of Ontario and the laws of Canada applicable therein. Our opinion herein is based on the laws of the Province of Ontario and the laws of Canada applicable therein (and the interpretation thereof) as such laws are in effect and are construed as of the date hereof (the “**Effective Date**”). Our opinion herein does not take into account any proposed rules or legislative changes that may come into force following the Effective Date and we disclaim any obligation or undertaking to update our opinion or advise any person of any change in law or fact that may come to our attention after the Effective Date.

Based and relying upon the foregoing, we are of the opinion that as at the date hereof, the Shares issuable upon the settlement of the Restricted Share Units outstanding, when issued in accordance with the Equity Plan and any applicable share unit award agreement, consideration in full having been received by the Company on satisfaction of such Restricted Share Units through an issuance from treasury in accordance with the Equity Plan, all other conditions, as required by the Equity Plan and any applicable share unit award agreement, having been satisfied, and with the passing of all necessary corporate resolutions, such Shares will be validly issued as fully paid and non-assessable common shares in the capital of the Company.

The above opinion is rendered solely in connection with the transactions described above and may not be used, circulated, quoted from or otherwise referred to for any other purpose without our prior written consent. Further, the above opinion is limited to the matters stated herein, and no opinion or belief is implied or should be inferred beyond the matters expressly stated herein. For greater certainty, we express no opinion as to matters of tax or as to the contents of, or the disclosure in, the Registration Statement, or whether the Registration Statement provides full, true and plain disclosure of all material facts relating to the Company within the meaning of applicable securities laws.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the United States Securities and Exchange Commission thereunder.

Yours truly,

/s/ DuMoulin Black LLP

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DuMoulin Black LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 27, 2026 with respect to the audited consolidated financial statements of Sphere 3D Corp. and its subsidiaries (collectively, the “Company”) appearing in the Company’s Annual Report on Form 10-K for the year ended December 31, 2025. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

*/s/ MaloneBailey, LLP*  
www.malonebailey.com  
Houston, Texas  
June 8, 2026

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statements on Form S-8 of Sphere 3D Corp. of our report dated March 24, 2026 relating to the financial statements of Cathedra Bitcoin Inc. and its subsidiaries, which appears in the Current Report on Form 8-K of Sphere 3D Corp. filed with the Securities and Exchange Commission on June 3, 2026.

*/s/ SRCO Professional Corporation*

CHARTERED PROFESSIONAL ACCOUNTANTS  
Authorized to practice public accounting by the  
Chartered Professional Accountants of Ontario

Richmond Hill, Ontario, Canada  
June 8, 2026

## CALCULATION OF FILING FEE TABLES

S-8

Sphere 3D Corp.

Table 1: Newly Registered Securities

<u>Security Type</u>	<u>Security Class Title</u>	<u>Notes</u>	<u>Fee Calculation Rule</u>	<u>Amount Registered</u>	<u>Proposed Maximum Offering Price Per Unit</u>	<u>Maximum Aggregate Offering Price</u>	<u>Fee Rate</u>	<u>Amount of Registration Fee</u>
Equity	Common Shares, no par value	(1)	Other	500,000	\$ 3.8450	\$ 1,922,500.00	0.0001381	\$ 265.50
					Total Offering Amounts:	\$ 1,922,500.00		265.50
					Total Fee Offsets:			0.00
					Net Fee Due:			<u>\$ 265.50</u>

Offering Note(s)

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this Registration Statement covers, in addition to the number of common shares, no par value per share (the "Common Shares") of Sphere 3D Corp., a corporation amalgamated under the laws of the Province of Ontario (the "Company" or the "Registrant"), stated above, options and other rights to purchase or acquire the Common Shares covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Sphere 3D Corp. 2025 Performance Incentive Plan, as amended (the "Plan") as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and 457(c) under the Securities Act, based upon the average of the high and low prices of the Common Shares on June 1, 2026 (which is within five business days prior to the date of this filing), as quoted on the Nasdaq Capital Market.