

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MF Ventures, LLC</u>  (Last) (First) (Middle) 201 SPEAR STREET, 14TH FLOOR  (Street) SAN FRANCISCO CA 94105  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2017	3. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp [ ANY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/26/2017  6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,694,570	D <sup>(1)</sup>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Common Stock Warrant (Right to Buy)	08/11/2017	08/11/2022	Common Stock 300,000	5.25	D	
Common Stock Warrant (Right to Buy)	03/24/2017	03/24/2022	Common Stock 272,727	5	D	

1. Name and Address of Reporting Person\*  
MF Ventures, LLC  
  
 (Last) (First) (Middle)  
 201 SPEAR STREET, 14TH FLOOR  
  
 (Street)  
 SAN FRANCISCO CA 94105  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MACFARLANE VICTOR B  
  
 (Last) (First) (Middle)  
 C/O MF VENTURES, LLC  
 201 SPEAR STREET, 14TH FLOOR  
  
 (Street)  
 SAN FRANCISCO CA 94105  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MacFarlane Thaderine D.  
  
 (Last) (First) (Middle)  
 C/O MF VENTURES, LLC  
 201 SPEAR STREET, 14TH FLOOR  
  
 (Street)

(Street)

SAN FRANCISCO CA

94105

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Victor B. MacFarlane and Thaderine D. MacFarlane are controlling members of MF Ventures, LLC and may be deemed to share and have indirect beneficial ownership over, and share indirect pecuniary interest in, 1,694,570 shares held directly by MF Ventures, LLC.

**Remarks:**

This amendment, to the Form 3 filed on December 26, 2017, is being filed to report their ownership of a common stock warrant issued on March 24, 2017.

/s/ Katharine Ryan-Weiss, as  
Attorney-in-Fact for MF      03/29/2018  
Ventures, LLC

/s/ Katharine Ryan-Weiss, as  
Attorney-in-Fact for Victor B.      03/29/2018  
MacFarlane

/s/ Katharine Ryan-Weiss, as  
Attorney-in-Fact for Thaderine      03/29/2018  
D. MacFarlane

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**