
**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 December 2021

Commission File Number: 001-36532

Sphere 3D Corp.

**895 Don Mills Road, Bldg. 2, Suite 900
Toronto, Ontario, M3C 1W3, Canada
(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):

The information contained in this Form 6-K is incorporated by reference into, or as additional exhibits to, as applicable, the registrant's outstanding registration statements.

Exhibits

99.1 [Report of Voting Results at the Annual and Special Meeting of Shareholders dated December 22, 2021.](#)

SIGNATURE

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 CORP.

Date: December 22, 2021

/s/ Peter Tassiopoulos

Name: Peter Tassiopoulos

Title: Chief Executive Officer

December 22, 2021

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

RE: SPHERE 3D CORP. - ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS HELD ON DECEMBER 22, 2021 VOTING RESULTS

This report on the voting results of our Annual and Special Meeting of Shareholders held on December 22, 2021 is made in accordance with Section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations*. Each of the matters set out below is described in greater detail in the Notice of Meeting and Management Information Circular dated as of December 1, 2021.

1. Election of Directors

On a vote taken regarding the election of directors, it was declared that the shareholders elected the following nominees as directors of Sphere 3D Corp. for the ensuing year or until their successors are duly elected or appointed. Voting results are as follows:

| Nominees | Votes For | % For | Votes Withheld | % Withheld |
|----------------------|------------|---------|----------------|------------|
| Vivekanand Mahadevan | 13,255,827 | 92.348% | 1,098,329 | 7.652% |
| Duncan J. McEwan | 13,300,390 | 92.659% | 1,053,767 | 7.341% |
| Peter Tassiopoulos | 13,165,887 | 91.722% | 1,188,270 | 8.278% |
| Patricia Trompeter | 13,084,944 | 91.158% | 1,269,213 | 8.842% |

2. Appointment of Auditors

On a vote taken regarding the appointment of auditors, it was declared that the shareholders approved the appointment of Smythe LLC as auditors of Sphere 3D Corp. for the ensuing year and that the directors were authorized to fix their remuneration. Voting results are as follows:

| Votes For | % For | Votes Withheld | % Withheld |
|------------|---------|----------------|------------|
| 27,418,634 | 98.398% | 446,316 | 1.602% |

3. **Approval of the Private Placement Proposal**

On a vote taken regarding the approval of the Private Placement Proposal, it was declared that the shareholders approved the Private Placement Proposal. Voting results are as follows:

| Votes For | % For | Votes Against | % Against |
|------------------|--------------|----------------------|------------------|
| 13,910,602 | 96.910% | 443,555 | 3.090% |

4. **Approval of the By-law Amendment Proposal**

On a vote taken regarding the approval of the By-law Amendment Proposal, it was declared that the shareholders approved the By-law Amendment Proposal. Voting results are as follows:

| Votes For | % For | Votes Against | % Against |
|------------------|--------------|----------------------|------------------|
| 14,177,287 | 98.768% | 176,870 | 1.232% |

5. **Approval of the Board Size Proposal**

On a vote taken regarding the approval of the Board Size Proposal, it was declared that the shareholders approved the Board Size Proposal. Voting results are as follows:

| Votes For | % For | Votes Against | % Against |
|------------------|--------------|----------------------|------------------|
| 13,225,234 | 92.135% | 1,128,923 | 7.865% |

No other matters were voted upon.

Yours very truly,

SPHERE 3D CORP.

/s/ Caroline Wang

Caroline Wang

Secretary of the Meeting
