
**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 September, 2015

Commission File Number: 001-36532

Sphere 3D Corp.

240 Matheson Blvd. East
Mississauga, Ontario, Canada, L4Z 1X1
(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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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.

On September 11, 2015, Sphere 3D Corp. (the “**Company**”) amended the Warrant to purchase common shares, no par value of the Company exercisable in connection with purchase price adjustments under the Asset Purchase Agreement, dated as of August 10, 2015, by and among the Company, Overland Storage, Inc., a California corporation and wholly-owned subsidiary of the Company, and Imation. Corp., a Delaware corporation.

The foregoing description of the Amendment to Warrant to Purchase Common Shares does not purport to be complete and is qualified in its entirety by reference to the Amendment to Warrant to Purchase Common Shares, the form of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Exhibits

[99.1](#) [Form of Amendment to Warrant to Purchase Common Shares](#)

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: September 15, 2015

/s/ Kurt Kalbfleisch

Name: Kurt Kalbfleisch

Title: Chief Financial Officer

AMENDMENT TO WARRANT TO PURCHASE COMMON SHARES

This **AMENDMENT TO WARRANT TO PURCHASE COMMON SHARES** (this “**Amendment**”) is entered into as of September 11, 2015 by and between Sphere 3D Corp., an Ontario corporation (the “**Company**”), and Imation Corp., a Delaware corporation (the “**Holder**”).

A. The Company issued to the Holder that certain Warrant to Purchase Common Shares on August 10, 2015 (the “**Warrant**”).

B. The Company and the Holder desire to amend the Warrant as set forth in this Amendment.

The parties, each intending to be legally bound, agree as follows:

1. **Amendment to the Definition of “Actual Sales Price”**. The definition of “Actual Sales Price” set forth in Section 9(b) of the Warrant is replaced in its entirety with the following:

“Actual Sales Price” means the aggregate amount of consideration (in any form) received in connection with or as a result of the sale of all of the Initial Shares to any Person or Persons (other than an Affiliate of Holder) in an arm’s length transaction or series of arm’s length transactions, before taking into account any sales commissions, taxes, fees, offsets or deductions relating thereto.

2. **Amendment to the Definition of “Minimum Sales Price”**. The definition of “Minimum Sales Price” set forth in Section 9(h) of the Warrant is replaced in its entirety with the following:

“Minimum Sales Price” means US\$4,900,000, plus an amount equal to the amount not paid by Overland Storage, Inc., a California corporation (“Overland”), or one of its Affiliates to the Holder, as of the Liquidation Date in connection with any Approved Purchase Order (as that term is defined in Schedule A of that certain Transition Services Agreement, dated as of August 10, 2015, by and between Overland and the Holder, as amended (the “Transition Services Agreement”)) pursuant to Schedule A of the Transition Services Agreement.

3. **No Other Changes**. Except as specifically set forth in Section 1 of this Amendment, the Warrant shall remain unchanged and shall continue in full force and effect.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first written above by their respective officers thereunto duly authorized.

SPHERE 3D CORP.

By: _____

Name:

Title:

IMATION CORP.

By: _____

Name:

Title:

