

**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): August 18, 2020

Sphere 3D Corp.

(Exact name of registrant as specified in its charter)

Ontario, Canada

(State or other jurisdiction of incorporation)

001-36532

(Commission File Number)

98-1220792

(IRS Employer Identification No.)

895 Don Mills Road,

Bldg. 2, Suite 900

Toronto, Ontario

(Address of principal executive offices)

M3C 1W3

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Trading Symbol(s)

Name of Each Exchange on Which Registered

Common Shares

ANY

NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

Item 8.01 Other Events

A copy of the press release issued by Sphere 3D Corp. on August 18, 2020, is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
----------------	-------------

99.1	Press Release dated August 18, 2020
------	---

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Additional Information and Where to Find It

In connection with the proposed transaction, Sphere and Rainmaker intend to file with the SEC a registration statement on Form S-4 or F-4, as applicable, which will contain an information statement of Rainmaker and a proxy statement/prospectus of Sphere (the "Proxy Statement/Prospectus"), and intend to mail the definitive proxy statement/prospectus to the Company's stockholders when available. SECURITY HOLDERS OF SPHERE AND RAINMAKER ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS, AND ANY RELATED AMENDMENTS, SUPPLEMENTS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT SPHERE, RAINMAKER, THE PROPOSED TRANSACTION AND RELATED MATTERS. Security holders may obtain free copies of the Proxy Statement/Prospectus and other documents (when available) that Sphere and Rainmaker file with the SEC through the website maintained by the SEC at www.sec.gov.

Participants in the Solicitation

Sphere, Rainmaker and certain of their respective directors, executive officers and employees may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the shareholders of Rainmaker in connection with the transaction, including a description of their respective direct or indirect interests, by security holdings or otherwise, will be included in the definitive Proxy Statement/Prospectus when it is filed with the SEC. Information regarding Sphere's executive officers and directors is included in Sphere's proxy statement for its 2019 annual meeting of stockholders, which was filed with the SEC on December 6, 2019 and in Sphere's Annual Report on Form 10-K for the year ended December 31, 2019, which was filed with the SEC on May 14, 2020 and amended on May 15, 2020 ("Annual Report"). Changes in the director or indirect interests of Sphere's directors and executive officers are set forth in Forms 3, 4 and 5 as filed with the SEC. These documents are available free of charge as described above.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains "forward-looking statements" as defined in the U.S. Private Securities Litigation Reform Act of 1995. The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events and these include statements using the words such as will and expected, and similar statements. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations of Sphere. Risks and uncertainties include, but are not limited to: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect Sphere's business and the price of its common stock, (ii) the failure to satisfy the conditions to the consummation of the transaction, including the adoption of the Merger Agreement by the stockholders of Rainmaker, and the receipt of certain governmental and regulatory approvals, (iii) the failure of Sphere and Merger Sub to obtain the necessary financing, (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, (v) the effect of the announcement or pendency of the transaction on Sphere's or Rainmaker's business relationships, operating results, and business generally, (vi) risks that the proposed transaction disrupts Sphere's or Rainmaker's current plans and operations, (vii) risks related to diverting management's attention from Sphere's or Rainmaker's ongoing business operations, and (viii) the outcome of any legal proceedings that may be instituted against Sphere, Rainmaker or Merger Sub related to the Merger Agreement or the transaction contemplated thereby. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the businesses of Sphere described in the "Risk Factors" section of Sphere's Annual Report and other reports and documents filed from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Sphere assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Sphere does not give any assurance that it will achieve its expectations.

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: August 21, 2020

SPHERE 3D CORP.

By: /s/ Peter Tassiopoulos

Name: Peter Tassiopoulos
Title: Chief Executive Officer

EXHIBIT INDEX

Form 8-K

**Exhibit
Number** **Description**

[99.1](#) [Press Release dated August 18, 2020](#)



**Former GE Executive Aris Kekedjian to Join Sphere 3D Corp. as
Chairman upon Completion of Rainmaker Transaction**

*Brings over 30 years of experience to the Board, having completed numerous multi-billion dollar
M&A transactions as former Head of Corporate Development/Chief Investment Officer of The
General Electric Company*

Toronto, Ontario, Sphere 3D Corp. (NASDAQ: ANY) (the "Company" or "Sphere 3D") announced today that Aris Kekedjian, the former Chief Investment Officer of The General Electric Company (NYSE: GE), has agreed to accept an appointment to the board of directors, and to act as Chairman of the Company, upon completion of its pending merger with Rainmaker Worldwide Inc. (OTC: RAKR) ("Rainmaker"), which is expected to close in the third quarter of this year.

Peter Tassiopoulos, CEO of Sphere 3D stated "We continue to work towards completion of our transaction with Rainmaker. The vision for Rainmaker, is one of a global leader in the water industry. With the addition of someone as accomplished in his career as Aris to the Company, I feel confident that we have taken a further step in being able to fulfil on that vision"

Aris Kekedjian stated "Since having led the \$3.7B merger of GE Water & Process Technologies with global leader Suez in 2017, I have sought disruptive and sustainable solutions in a world where fresh, clean water is literally more valuable than oil. Global water applications are expected to represent a trillion-dollar global market by 2025. Affordable access to clean, safe water is one of the primary challenges for our world today, and one in which I take a personal interest. We hope to address the global water crisis by scaling our innovative and tested platform into a new phase of growth in commercial, industrial, military and humanitarian applications."

Mr. Kekedjian further stated "while most people equate a shortage of clean and affordable water access with developing nations, we often overlook the fact that we have a critical water shortage issue right here in the United States. As part of my tenure with Sphere 3D/Rainmaker I look forward to launching an urban initiative and partnering with influencers to increase awareness on the need to bring water into low-income and rural communities; right here at home. One would think that the citizens of the most powerful and prosperous country in the world would enjoy clean tap water every day, yet the unfortunate reality is that many communities suffer from infrastructure decay and millions of Americans drink unsafe tap water from systems that are below prerequisite health standards -one need only look at what has transpired in Flint, Michigan to understand that we have to do better."

In a three-decade career at General Electric, Aris provided crucial leadership to diverse industrial and financial businesses, often serving as a steadying presence during periods of transition and uncertainty. He took a leading role in many of the most difficult initiatives at the company, including the search for deeper pools of capital after the 2008 financial crisis, the breakup of GE Capital and a series of multibillion-dollar mergers that helped reposition disparate assets into industry leading businesses. He has thrived in global businesses having business building leadership roles in the US, Europe, the Middle East and Asia. Known as an exceptional deal-maker, he has completed transactions representing over \$300B of enterprise value across multiple industries across the world, including multiple IPOs and industry leading partnerships. In addition to multi-billion-dollar mergers, he has closed several acquisitions in disruptive industries, including additive manufacturing/industrial-scale 3D printing, life sciences, renewable energy and the industrial Internet of Things.

As managing partner of Webbs Hill Partners, his firm provides strategic advisory and financial services to disruptive companies focused on sustainability and fintech as well as to global corporations in the areas of portfolio optimization, enterprise transformation and mergers and acquisitions. He serves on the board of and FinServ Acquisition Corp (NASDAQ: FSRVU) and was a previous board member of XPO Logistics (NYSE: XPO).

Aris will continue to contribute as a strategic adviser to Rainmaker until such time as his appointment to the Board of Sphere 3D.

On July 14, 2020, Rainmaker and Sphere 3D entered into a merger agreement in which Sphere 3D will acquire Rainmaker. Upon closing, the consolidated entity expects to remain listed on the NASDAQ market. The transaction is subject to customary regulatory and shareholder approvals, with closing expected in the third quarter. For more details on the terms of the merger agreement please see the Company's Form 8-K filed with the SEC.

About Sphere 3D

Sphere 3D Corp. (NASDAQ: ANY) delivers containerization, virtualization, and data management solutions via hybrid cloud, cloud and on-premise implementations through its global reseller network and professional services organization. Sphere 3D has a portfolio of brands, including HVE ConneXions, UCX ConneXions, and SnapServer® dedicated to helping customers achieve their IT goals. For more information, visit www.sphere3d.com. Follow us on Twitter @Sphere3D and @HVEconneXions.

Investor Contact:

Kurt Kalbfleisch

+1-858-495-4211

Investor.relations@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 inability to obtain additional debt or equity financing; any increase in our cash needs; the Company's ability to maintain listing with the NASDAQ Capital Market; 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 and other filings with the United States Securities and Exchange Commission (www.sec.gov) and with Canadian securities regulators (www.sedar.com). 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.
