The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL			
OMB Number:	3235- 0076		
Estimated average burden			
hours per response:	4.00		

1. Issuer's Identity

CIK (Filer ID Nur	nber) Previous	None	Entity Type
	Names	None	Linuty Type
0001591956	-	Ventures Inc.	X Corporation
Name of Issue	r		Limited Partnership
Sphere 3D Corp	c		Limited Liability Company
Jurisdiction o Incorporation/Orga			General Partnership
ONTARIO, CANADA			Business Trust
Year of Incorpora	tion/Organization		Other (Specify)
X Over Five Years Ago	0		
Within Last Five Years (S	Specify Year)		
Yet to Be Formed	peeny real)		
2. Principal Place of Busines	s and Contact Information		
	of Issuer		
Sphere 3D Corp			
	Address 1		Street Address 2
240 MATHESON BLVD. E.			
City	State/Province/Country		
MISSISSAUGA	ONTARIO, CANADA	L4Z 1X1	416-749-5999
3. Related Persons			
Last Name	Firs	t Name	Middle Name
Tassiopoulos	Peter		
Street Address 1	Street	Address 2	
240 Matheson Blvd. East			
City	State/Prov	vince/Country	ZIP/PostalCode
Mississauga	ONTARIO, CAN	ADA	L4Z 1X1
Relationship: X Executive	Officer X Director Promote	er	
Clarification of Response (if	Necessary):		
Last Name	Firs	t Name	Middle Name
Biasini	Mario		
Street Address 1		Address 2	
240 Matheson Blvd. East			
City	State/Prov	vince/Country	ZIP/PostalCode

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Street Address 1Street Address 2240 Matheson Blvd. EastCityState/Province/CountryZIP/PostalCodeMississaugaONTARIO, CANADAL4Z 1X1Relationship: X Executive Officer X DirectorPromoterClarification of Response (if Necessary):First NameMiddle NameWorthingtonScottStreet Address 2240 Matheson Blvd. EastStreet Address 2240 Matheson Blvd. EastONTARIO, CANADAL4Z 1X1Relationship: X Executive OfficerPromoterZIP/PostalCodeCityState/Province/CountryZIP/PostalCodeMississaugaONTARIO, CANADAL4Z 1X1Relationship: X Executive OfficerDirectorPromoterClarification of Response (if Necessary):First NameMiddle Name	Last Name	First Name	Middle Name
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Mississauga ONTARIO, CANADA L4Z 1X1 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Bowman Glenn M. Street Address 1 Street Address 2 240 Matheson Blvd. East City State/Province/Country ZIP/PostalCode			
Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary):	5	5	
Clarification of Response (if Necessary): Last Name First Name Middle Name Bowman Glenn M. Street Address 1 Street Address 2 240 Matheson Blvd. East City State/Province/Country ZIP/PostalCode	5		L4Z 1X1
Last NameFirst NameMiddle NameBowmanGlennM.Street Address 1Street Address 2240 Matheson Blvd. EastCityState/Province/CountryZIP/PostalCode	Relationship: Executive Officer	X Director Promoter	
BowmanGlennM.Street Address 1Street Address 2240 Matheson Blvd. East	Clarification of Response (if Neces	ssary):	
Street Address 1Street Address 2240 Matheson Blvd. EastCityState/Province/CountryZIP/PostalCode	Last Name	First Name	Middle Name
240 Matheson Blvd. East City State/Province/Country ZIP/PostalCode			М.
City State/Province/Country ZIP/PostalCode	Street Address 1	Street Address 2	
Mississauga ONTARIO, CANADA L4Z 1X1	-		
	Mississauga	ONTARIO, CANADA	L4Z 1X1

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture Banking & Financia	al Sarvicas	Health Care	Retailing
Commercial Ban		Biotechnology Health Insurance	Restaurants Technology
Insurance Investing		Hospitals & Physicians	Computers
Investment Bank	-	Pharmaceuticals	Telecommunications
Pooled Investme		Other Health Care	X Other Technology
Is the issuer regis an investment co		Manufacturing	Travel
the Investment C		Real Estate	Airlines & Airports
Act of 1940?	1 5	Commercial	Lodging & Conventions
Yes	No	Construction	Tourism & Travel Services
Other Banking &	Financial Services	REITS & Finance	Other Travel
Business Services		Residential	Other
Energy		Other Real Estate	
Coal Mining			
Electric Utilities			
Energy Conserva	tion		
Environmental Se	ervices		
Oil & Gas			

Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)		
Rule 504(b)(1) (not (i), (ii) or (iii))	Section $3(c)(1)$	Section 3(c)(9)	
Rule 504 (b)(1)(i)	Section $3(c)(2)$	Section 3(c)(10)	
Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii)	Section 3(c)(3)	Section 3(c)(11)	
Rule 505	Section 3(c)(4)	Section 3(c)(12)	
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(12)	
Rule 506(c)			
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)	
	Section 3(c)(7)		

7. Type of Filing				
X New Notice Date of First Sale 2014-06-05 First Sale Amendment	Yet to Occur			
8. Duration of Offering				
Does the Issuer intend this offering to last more than one year	ear? Yes X No			
9. Type(s) of Securities Offered (select all that apply)				
X Equity Debt X Option, Warrant or Other Right to Acquire Another Secur X Security to be Acquired Upon Exercise of Option, Warran	nt or			
^X Other Right to Acquire Security	X Other (describe)	X Other (describe)		
	Special warrant = 1 unit; each unit consists of 1 common share and $1/2$ common share purchase warrant.			
10. Business Combination Transaction				
Is this offering being made in connection with a business co a merger, acquisition or exchange offer?	ombination transaction, such as Yes X No			
Clarification of Response (if Necessary):				
11. Minimum Investment				
Minimum investment accepted from any outside investor \$0	0 USD			
12. Sales Compensation				
Recipient	Recipient CRD Number X None			
Cormark Securities Inc.	None			
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number None			
Cormark Securities (USA) Limited	101000			
Street Address 1	Street Address 2			
-	200 Bay Street, Suite 2800			
	5	stal Code		
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	ONTARIO, CANADA M5J 2J Foreign/non-US	<u> </u>		

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13. Offering and Sales Amounts

Total Offering Amount\$39,098 USDorIndefiniteTotal Amount Sold\$23,322 USDIndefiniteTotal Remaining to be Sold\$15,776 USDorIndefinite

Clarification of Response (if Necessary):

Aggregate includes amount that may be received by Issuer upon exercise of warrants. Each whole warrant may be exercised for 1 common share at CDN\$11.50 per share for 2 years from the date of closing.

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14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as

accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$1,399 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Sphere 3D Corp	/s/ Scott Worthington	Scott Worthington	Chief Financial Officer	2014-06-16

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.