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**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): **June 23, 2023**

**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.)

**4 Greenwich Office Park, 1st Floor**  
**Greenwich, Connecticut**  
(Address of principal executive offices)

**06831**  
(Zip Code)

Registrant's telephone number, including area code (647) 952-5049

**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  
**Common Shares**

Trading Symbol(s)  
**ANY**

Name of Each Exchange on Which Registered  
**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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 23, 2023, Sphere 3D Corp. (the “Company”) held a Special Meeting of Shareholders (“Meeting”). Of the 77,266,595 shares of the Company's common shares outstanding as of the record date, 29,915,384 shares or approximately 39%, were represented at the Meeting, constituting a quorum present at the Meeting. The shareholders considered four proposals at the Meeting, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on May 12, 2023. The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

**1. Share Consolidation**

On a vote taken regarding a consolidation of the common shares of the Company, it was declared that the shareholders approved a special resolution to amend the Articles of the Company to potentially consolidate the Company's common shares. Voting results are as follows:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
12,271,709	2,395,105	15,248,570	47,351,211

**2. Name Change**

On a vote taken regarding a name change of the Company, it was declared that the shareholders approved a special resolution authorizing an amendment of the Articles of the Company providing for a change of name of the Company. Voting results are as follows:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
27,777,858	2,137,526	—	47,351,211

**3. By-law Amendment**

On a vote taken regarding amendment of the By-laws of the Company, it was declared that the shareholders approved a resolution authorizing an amendment of the By-laws of the Company. Voting results are as follows:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
13,137,822	1,528,992	15,248,570	47,351,211

**4. LDA Transaction**

On a vote taken regarding approval of the LDA Transaction, it was declared that the shareholders approved a resolution to approve the issuance and sale of a senior convertible promissory note in the principal amount of \$3,000,000 and common share purchase warrants granting the right to acquire 3,191,489 common shares to LDA Capital Limited. Voting results are as follows:

<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>	<u>Abstentions</u>
9,764,381	1,524,231	18,626,772	47,351,211

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**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.**

By: /s/ Patricia Trompeter  
Name: Patricia Trompeter  
Title: Chief Executive Officer

Date: June 23, 2023