

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 28, 2023

SPHERE 3D CORP.

(Exact name of registrant as specified in its charter)

Ontario
(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, United States 06831
(Address of principal executive offices) (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:

- 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 Symbols

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.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 is incorporated by reference into this Item 3.03.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 28, 2023, Sphere 3D Corp. (the "Company") filed Articles of Amendment to effectuate a share consolidation (the "Share Consolidation") of its issued and outstanding common shares on a 1-for-7 basis. The Share Consolidation became effective on June 28, 2023. Following the Share Consolidation, every seven (7) issued and outstanding common shares of the Company will be automatically combined and converted into one (1) issued and outstanding common share of the Company. No fractional shares will be issued in connection with Share Consolidation. If the Share Consolidation results in a fractional share, the number of new common shares issued will be rounded up to the nearest whole share.

As previously announced, the Company's shareholders authorized the Board, in its discretion, to effect a share consolidation of the Company's common shares at a specific ratio, ranging from one-for-two to one-for-ten, to be determined by the Board and effected, if at all, within one year from the date of the special meeting of the shareholders. On June 26, 2023, the Board of Directors of Company determined to effect the Share Consolidation at a ratio of 1-for-7 and to approve the corresponding final form of the Amendment.

The Company's common shares will begin trading on a Share Consolidation-adjusted basis on the Nasdaq Capital Market at the opening of trading on June 29, 2023. In connection with the Share Consolidation, the Company's common shares will commence trading with a new CUSIP number, 84841L407, and will be traded under the existing trading symbol "ANY". The Company's transfer agent, TSX Trust Company is acting as exchange agent for the Share Consolidation and will send instructions to shareholders of record regarding the exchange of certificates for common shares.

The foregoing description of the Articles of Amendment is not complete and is subject to, and qualified in its entirety by, the full text of the Articles of Amendment, a copy of which is attached to hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On June 28, 2023, the Company issued a press release announcing the Share Consolidation. A copy of the of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

The foregoing Exhibit 99.1 is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report will not be deemed an admission as to the materiality of any information in this Item 7.01, including Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Articles of Amendment of the Company dated June 28, 2023.
99.1	Press Release dated June 28, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 28, 2023

SPHERE 3D CORP.

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



Certificate of Amendment

Certificat de modification

Business Corporations Act

Loi sur les sociétés par actions

SPHERE 3D CORP.

Corporation Name / Dénomination sociale

1933033

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entrèrent en
vigueur le

June 28, 2023 / 28 juin 2023

V. Quintanilla W.

Director / Directeur

Business Corporations Act / Loi sur les sociétés par actions

The Certificate of Amendment is not complete without the
Articles of Amendment



Ce certificat de modification n'est pas complet s'il ne contient
pas les statuts de modification

Certified a true copy of the record of the Ministry of Public
and Business Service Delivery.

Copie certifiée conforme du dossier du ministère des Services
au public et aux entreprises.

V. Quintanilla W.

V. Quintanilla W.

Director/Registrar

Directeur ou registrateur



Articles of Amendment

Business Corporations Act

Corporation Name (Date of Incorporation/Amalgamation)

SPHERE 3D CORP. (March 24, 2015)

1. The name of the corporation is changed to:

Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:

Not amended

3. The articles are amended as follows:

A. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Not amended

B. The classes and any maximum number of shares that the corporation is authorized to issue:

To consolidate the existing common shares on a 7-for-1 basis, being one (1) post-consolidation common share for each seven (7) pre-consolidation common share outstanding, fractions to be rounded to the nearest whole number.

C. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Not amended

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

D. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Not amended

E. Other provisions:

Not amended

4. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the Business Corporations Act.

5. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on:

June 26, 2023

The articles have been properly executed by the required person(s).

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery

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Sphere 3D Completes 1-for-7 Share Consolidation

TORONTO, Ontario, Canada, June 28, 2023 -- Sphere 3D Corp. ("Sphere 3D" or the "Company") (Nasdaq: ANY), dedicated to becoming the leading carbon-neutral Bitcoin mining company operating at an industrial scale, today announced that it has effected a share consolidation (also known as a reverse stock split) of its common shares on a 1-for-7 basis, which was previously approved by shareholders on June 23, 2023.

The Company's common shares will begin trading on a post-consolidation basis on the NASDAQ Capital Market as of the opening of trading on June 29, 2023, under a new CUSIP number 84841L407 and under the existing trading symbol "ANY".

Following the share consolidation, every seven issued and outstanding common shares of the Company will be automatically combined and converted into one issued and outstanding common share. Where the share consolidation results in a fractional share, the number of new common shares issued will be rounded up to the nearest whole share. No fractional shares will be issued.

The share consolidation is intended to increase the per share trading price of Sphere 3D's common shares to satisfy the \$1.00 minimum bid price requirement for continued listing on the Nasdaq Capital Market.

About Sphere 3D

Sphere 3D Corp. (Nasdaq: ANY) is a net carbon-neutral cryptocurrency miner with decades of proven enterprise data-services expertise. The Company is growing its industrial-scale digital asset mining operation through the capital-efficient procurement of next-generation mining equipment and partnering with best-in-class data center operators. Sphere 3D is dedicated to increasing shareholder value while honoring its commitment to strict environmental, social, and governance standards. For more information about the Company, please visit [Sphere3D.com](https://www.sphere3d.com).

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally relate to future events, including the timing of the proposed transaction and other information related to the proposed transaction. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these words or other similar terms or expressions. Expectations and beliefs regarding matters discussed herein may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The forward-looking statements contained in this communication are also subject to other risks and uncertainties, including those more fully described in filings with the Securities and Exchange Commission ("SEC"), including Sphere 3D's reports filed on Form 10-K and Form 8-K and in other filings made by Sphere 3D with the SEC from time to time and available at www.sec.gov. These forward-looking statements are based on current expectations, which are subject to change.

Sphere 3D Contact

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