FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL						
OMB Number: 3235-0287						
Estimated average burden						
hours per response: 0.						

	Check this box if no longer subject to
١	Section 16. Form 4 or Form 5
ı	obligations may continue. See
	Instruction 1(b).

	tion 1(b).			Fil					a) of the Se				1934		liouis	perie	sponse.	0.5
					or	Secti	on 30(h)	of the	İnvestmen	t Cor	npany Act	of 1940						
	nd Address of Timothy	Reporting Person*							ker or Trad <u>.</u> [ ANY		Symbol		(Ch	Relationship of the control of the c	cable)	g Pers	` ,	
Tuney Timothy 1.							_						X Directo			10% Ov	·	
(Last)	(F	irst) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 01/09/2024								Officer below)	(give title		Other (s below)	pecify
C/O SPH	IERE 3D C	ORP.			4.	If Ame	endment.	Date	of Original I	iled	(Month/Da	av/Year)	6.1	ndividual or .	Joint/Grour	Filino	(Check Ap	plicable
243 TRESSER BLVD., 17TH FLOOR					4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	Line)  X Form filed by One Reporting Person					
(Street)	ORD C	т	06901											Form f Persor		re thar	n One Repor	ting
SIMIN	JKD C	1	00901		P		10h5-	1(c)	Transa	acti	ion Ind	ication						
(City)	(5	state)	(Zip)		-   '`	uic	1000-	1(0)	Tians	acti	ion ma	ication						
								was made pursuant to a contract, instruction or written plan that is intended to Rule 10b5-1(c). See Instruction 10.										
		Tak	ole I - No	n-Deri	vativ	e Se	curities	s Ac	quired,	Dis	posed o	f, or Be	neficial	ly Owned				
1. Title of Security (Instr. 3)  2. Trans: Date (Month/I				Day/Year)   Exc		A. Deemed Execution Date, fany Month/Day/Year)		r, Transaction Disposed Code (Instr. 5)		ities Acquired (A) o d Of (D) (Instr. 3, 4 a		Beneficia Owned F	es ally Following	Form (D) o	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	nt (A) or (D)		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)
		•	Table II -						uired, D s, option					Owned				
Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any				ransaction of ode (Instr. Derivative		Expiration Date o (Month/Day/Year) U			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisabl		Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Unit	(1)	01/09/2024			A		57,471		12/05/202	4 1	2/05/2024	Common Stock	57,471	(1)	57,47	1	D	

## **Explanation of Responses:**

(RSU)

1. Each RSU represents a contingent right to receive one share of Sphere 3D Corp. common stock.

/s/ Denise Garrett For: Timothy 01/11/2024 **Hanley** 

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.

## **POWER OF ATTORNEY**

The undersigned hereby constitutes and appoints Kurt Kalbfleisch, Denise Garrett and Ali Panjwani with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sphere 3D Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the SEC and any stock exchange or similar authority; and
- take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this <u>16</u> day of December, 2022.

/s/ Timothy P. Hanley	
Signature	
<u> Timothy P. Hanley</u>	
Print Name	