

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): **October 6, 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.)

895 Don Mills Road
Bldg. 2, Suite 900
Toronto, Ontario, Canada M3C 1W3
(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	Trading Symbols	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 1.01 Entry into a Material Definitive Agreement.

On October 6, 2023, Sphere 3D Corp. ("Sphere") terminated, effective immediately, the Master Services Agreement between Sphere and Gryphon Digital Mining, Inc., dated August 10, 2021, as amended on December 29, 2021.

Item 7.01. Regulation FD Disclosure.

On October 12, 2023, Sphere issued a press release providing Bitcoin production and mining updates for September 2023. The information contained in the press release is incorporated herein by reference and furnished as Exhibit 99.1.

The information set forth under Item 7.01 of this Current Report on Form 8-K (this "Current Report"), including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such a filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

[99.1](#) [Press release dated October 12, 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: October 12, 2023

SPHERE 3D CORP.

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



Sphere 3D Corp. Provides September 2023 Production and Operation Updates

Toronto, Ontario--(Newsfile Corp. - October 12, 2023) - Sphere 3D Corp. (NASDAQ: ANY) ("Sphere 3D" or the "Company"), dedicated to becoming the leading carbon-neutral Bitcoin mining company operating at an industrial scale, provides results of its Bitcoin mining operation for September 2023.

Key Highlights:

- 63.6 Bitcoin mined in September, up 9.1% from August and up 473% YoY.
- Month-end operating hash rate was 1.3 EH/s, flat from August and up 13X YoY.
- Operations achieved 84.0 BTC/EH efficiency.
- Uptime was 66% due to curtailments from higher temperatures at several sites.

Metrics	Sep 2022	Aug 2023	Sep 2023
Bitcoin Mined	11.1	58.3	63.6
Bitcoin Sold	7.8	65.7	49.9
Mining Revenue*	\$0.2 million	\$1.6 million	\$1.7 million
Bitcoin Holdings	78.1	2.8	16.5
Deployed Miners	~1,000	~12,450	~12,450
Month End Deployed Hash Rate (EH/s)	100 PH/s	1.3 EH/s	1.3 EH/s

*Unaudited

CEO Comments

"We mined 63.6 Bitcoin in September, representing a 473% increase year-over-year and a 9.1% increase from August," said Patricia Trompeter, CEO of Sphere 3D. "The higher production in September was driven by reduced curtailments as a result of lower temperatures at our hosting sites. Looking forward, we expect curtailments to continue to improve as we enter the winter months, which should result in higher Bitcoin production, all else equal."

Core Scientific Update

As previously disclosed by the Company, on October 31, 2022, the Company filed an arbitration request against Core Scientific asserting various claims, including breach of contract and conversion. In December 2022, Core Scientific and certain of its affiliates (collectively, "Core") filed for Chapter 11 bankruptcy. In connection with the bankruptcy proceeding, Sphere has filed proofs of claims against Core. On May 9, 2023, Core filed objections to Sphere's proof of claims.

On June 9, 2023, Core filed a motion for summary judgment seeking the summary dismissal of Sphere's claims. On August 7, 2023, the bankruptcy court held a hearing on the motion for summary judgment. On August 9, 2023, the court entered an order denying the motion for summary judgment.

The bankruptcy court subsequently entered a scheduling order that calls for a merits hearing in the first quarter of 2024. Sphere 3D intends to continue to vigorously prosecute the matter.

Gryphon Update

On October 6, 2023, Sphere 3D Corp. ("Sphere") terminated, effective immediately, the Master Services Agreement between Sphere and Gryphon Digital Mining, Inc., dated August 10, 2021, as amended on December 29, 2021.

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 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 growing shareholder value while honoring its commitment to strict environmental, social, and governance standards. For more information about the Company, please visit 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. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "experts," "plans," "anticipates," "could," "intends," "target," "project," "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 the 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 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 Contacts

Kurt Kalbfleisch CFO, Sphere 3D
Investor.relations@sphere3d.com
