

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): December 5, 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 7.01. Regulation FD Disclosure.

On December 5, 2023, Sphere 3D Corp. issued a press release providing Bitcoin production and mining updates for November 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 December 5, 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: December 5, 2023

SPHERE 3D CORP.

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



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

Toronto, Ontario--(Newsfile Corp. - December 05, 2023) - Sphere 3D Corp. (NASDAQ: ANY) ("Sphere 3D" or the "Company"), dedicated to becoming the leading carbon-neutral Bitcoin mining company is providing results of its Bitcoin mining operation for Nov 2023.

Key Highlights:

- 71.7 Bitcoin mined in November, up 4% from October and up 596% YoY.
- Month-end operating hash rate was 1.3 EH/s, flat from October and up 13X YoY.
- Uptime was 86%.

Metrics ¹	Nov 2022	Oct 2023	Nov 2023
Bitcoin Mined	10.3	69.2	71.7
Bitcoin Sold	4.9	74.3	65.0
Mining Revenue*	\$0.2 million	\$2.0 million	\$2.6 million
Bitcoin Holdings	90.3	11.4	18.1
Deployed Miners	~1,000	~12,450	~12,800
Month End Deployed Hash Rate (EH/s)	100 PH/s	1.3 EH/s	1.3 EH/s

*Unaudited

¹ - Includes Sphere 3D assets temporarily custodied by Gryphon related to the terminated MSA

CEO Comments

"In November 2023, we mined 71.7 Bitcoin, representing a 596% increase year-over-year and a 4% increase from October 2023," said Patricia Trompeter, CEO of Sphere 3D. "We are seeing consistently higher production due to a reduction in curtailment at our hosting sites. We installed an additional 1,000 miners in November, 350 of which were tested and energized. The remaining miners should come online in December and we should see the results in the coming months. As curtailments continue to improve we should be earning at full capacity. We are looking at various options on the market to maximize earning power and efficiency of our machines."

Core Scientific Update

As previously disclosed by the Company, on October 31, 2022, the Company filed an arbitration request against Core Scientific, Inc. asserting various claims, including breach of contract and conversion. In December 2022, Core Scientific, Inc. and certain of its affiliates (collectively, "Core") filed for Chapter 11 bankruptcy. In connection with the bankruptcy proceeding, Sphere 3D has filed proofs of claim against Core as part of a contested matter (the "Contested Matter"). On May 9, 2023, Core filed objections to Sphere 3D's proofs of claim in the Contested Matter.

On June 9, 2023, Core filed a motion for summary judgment seeking the summary dismissal of Sphere 3D's claims in the Contested Matter. On August 7, 2023, the bankruptcy court held a hearing on the motion for summary judgment in the Contested Matter. On August 9, 2023, the court entered an order denying the motion for summary judgment in the Contested Matter.

On November 21, 2023, also in connection with the bankruptcy proceeding, Core initiated an adversary proceeding (the "Adversary Proceeding") against Sphere 3D and Gryphon Digital Mining, Inc. ("Gryphon") seeking, among other things, damages attributable to purported construction costs associated with building Core's facilities, purported fees owed to Core, and lost profits. On November 25, 2023, Core filed a motion to consolidate the Adversary Proceeding with the Contested Matter and to vacate the trial schedule in the Contested Matter, which Sphere opposed. On December 1, 2023, the bankruptcy court denied Core's motion.

Sphere 3D anticipates that the bankruptcy court will hold a merits hearing in Q1 2024 to resolve its claims in the Contested Matter. The bankruptcy court has yet to enter a schedule in the Adversary Proceeding.

Sphere 3D intends to continue to vigorously prosecute the Contested Matter. Moreover, Sphere 3D disputes the allegations asserted in the Adversary Proceeding and intends to vigorously defend itself.

Gryphon Update

As previously disclosed, on October 6, 2023, Sphere 3D terminated, effective immediately, the Master Services Agreement ("MSA") between Sphere 3D and Gryphon, dated August 10, 2021, as amended on December 29, 2021. The termination of the MSA is expected to result in an additional 22.5% in gross profit.

Gryphon has informed Sphere 3D that it will be remitting outstanding proceeds, less fees and expenses, generated under the MSA that Sphere 3D asserts is currently held by Gryphon on behalf of Sphere 3D. Based on the information available to it, Sphere 3D believes that the proceeds to be remitted are approximately \$695,000, before factoring in fees and expenses.

Havening Update

Sphere 3D has anticipated the havening and is preparing accordingly. We are focusing on various alternatives and are considering all options for growth, including but not limited to adding exahash organically, mergers and acquisitions, as well as other options. Sphere 3D is currently focused on strategic opportunities and on maintaining operational efficiency. More to come in the near future!

About Sphere 3D

Sphere 3D Corp. (NASDAQ: ANY) is a net carbon-neutral cryptocurrency miner with more than a decade of proven enterprise data-services expertise. The Company is growing its industrial-scale Bitcoin 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](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. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "project," "contemplates," "believes," "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

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