

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Kelly Eric</u> (Last) (First) (Middle) <u>9112 SPECTRUM CENTER BLVD</u> (Street) <u>SAN DIEGO CA 92123</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/30/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp [ANY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>51,984</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Non-Qualified Stock Option (right to buy)</u>	<u>(1)</u>	<u>07/08/2023</u>	<u>Common Stock</u>	<u>34,000</u>	<u>12.89⁽²⁾</u>	<u>D</u>
<u>Non-Qualified Stock Option (right to buy)</u>	<u>(1)</u>	<u>09/15/2023</u>	<u>Common Stock</u>	<u>1,000</u>	<u>53.15⁽³⁾</u>	<u>D</u>
<u>Non-Qualified Stock Option (right to buy)</u>	<u>(1)</u>	<u>08/26/2021</u>	<u>Common Stock</u>	<u>5,600</u>	<u>67.75</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>289,740</u>	<u>(5)</u>	<u>D</u>

Explanation of Responses:

- These stock options are fully vested and exercisable.
- The exercise price is based on a CAD exercise price of 16.25 at an exchange rate of 0.7933.
- The exercise price is based on a CAD exercise price of 67.00 at an exchange rate of 0.7933.
- These RSUs represent two awards. The underlying shares and vesting schedules are as follows: (i) 2,240 shares which vest on 2-1-18; and (ii) 287,500 shares which vest in six bi-annual installments beginning on 6-18-18.
- Each restricted stock unit represents a contingent right to receive one share of Sphere 3D Corp. common stock.

Remarks:

Sphere 3D Corp. is no longer a foreign private issuer as of June 30, 2017. The reporting person is filing this Form 3 on or before January 1, 2018 per SEC Corp. Fin. Compliance and Disclosure Interpretation 101.02 [Aug. 11, 2010] under Section 16 (General Guidance).

By: Denise Garrett For: Eric Kelly 12/29/2017

** 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 5 (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, Jenny Yeh and Denise Garrett 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

(4) 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 12th day of December, 2017.

Signature: /s/Eric Kelly

Print Name: Eric Kelly