
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

Sphere 3D Corp.
(Name of Issuer)

Common Shares
(Title of Class of Securities)

84841L308
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of This Statement)

Check the Appropriate box to designate the rule pursuant to which this schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)
-

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS MMCAP International Inc. SPC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 665,965*	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 665,965*	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 665,965*		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.43%**		
12	TYPE OF REPORTING PERSON CO		

FOOTNOTES

* Consists of warrants to acquire 665,965 common shares of the Issuer.

** The percentages used herein are calculated based on 14,355,336 outstanding shares of the Issuer as reported on Current Report on Form 8-K filed with the Securities and Exchange Commission on December 5, 2023, plus 665,965 common shares underlying warrants which are beneficially owned by the reporting person and included pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS MM Asset Management Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* [REDACTED] (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY [REDACTED]	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Ontario, Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 665,965*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 665,965*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 665,965*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [REDACTED] <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.43%**	
12	TYPE OF REPORTING PERSON CO	

FOOTNOTES

* Consists of warrants to acquire 665,965 common shares of the Issuer.

** The percentages used herein are calculated based on 14,355,336 outstanding shares of the Issuer as reported on Current Report on Form 8-K filed with the Securities and Exchange Commission on December 5, 2023, plus 665,965 common shares underlying warrants which are beneficially owned by the reporting person and included pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.

Item 1 (a). Name of Issuer:

Sphere 3D Corp.

Item 1 (b). Address of Issuer's Principal Executive Offices:

895 Don Mills Road, Building 2, Suite 900, Toronto, Ontario, Canada, M3C 1W3

Item 2 (a). Name of Person Filing:

i) MMCAP International Inc. SPC

ii) MM Asset Management Inc.

Item 2 (b). Address of Principal Business Office or, if None, Residence:

i) c/o Mourant Governance Services (Cayman) Limited
94 Solaris Avenue
Camana Bay, P.O. Box 1348
Grand Cayman, KY1-1108, Cayman Islands

ii) 161 Bay Street
TD Canada Trust Tower Suite 2240
Toronto, ON M5J 2S1 Canada

Item 2 (c). Citizenship:

i) Cayman Islands
ii) Ontario, Canada

Item 2 (d). Title of Class of Securities:

Common Shares

Item 2 (e). CUSIP Number:

84841L308

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
 - (b) Bank as defined in Section 3(a)(6) of the Act;
 - (c) Insurance Company as defined in Section 3(a)(19) of the Act;
 - (d) Investment Company registered under Section 8 of the Investment Company Act;
 - (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) Employee benefit plan or endowment plan in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) Parent holding company or control person, in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
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- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940:
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(j).
- If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities identified in Item 1.

- (a) Amount beneficially owned: **665,965***
- (b) Percent of class: **4.43%****
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote: **0**
- (ii) Shared power to vote or to direct the vote: **665,965***
- (iii) Sole power to dispose or to direct the disposition of: **0**
- (iv) Shared power to dispose or to direct the disposition of: **665,965***

*** Consists of warrants to acquire 665,965 common shares of the Issuer.**

**** The percentages used herein are calculated based on 14,355,336 outstanding shares of the Issuer as reported on Current Report on Form 8-K filed with the Securities and Exchange Commission on December 5, 2023, plus 665,965 common shares underlying warrants which are beneficially owned by the reporting person and included pursuant to Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended.**

Instruction. For computations regarding securities which represent a right to acquire an underlying security, see Rule 13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If the statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MMCAP International Inc. SPC

Date: February 13, 2024

By: /s/ Ulla Vestergaard

Name: Ulla Vestergaard
Title: Director

MM Asset Management Inc.

Date: February 13, 2024

By: /s/ Hillel Meltz

Name: Hillel Meltz
Title: President
