

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 5.07 Submission of Matters to a Vote of Security Holders.

On December 5, 2023, Sphere 3D Corp. (the "Company") held an Annual Meeting of Shareholders ("Meeting"). Of the 14,355,336 shares of the Company's common shares outstanding as of the record date, 5,960,723 shares or approximately 42%, were represented at the Meeting, constituting a quorum present at the Meeting. The shareholders considered two proposals at the Meeting, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on November 9, 2023. The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

1. Election of Directors

On a vote taken regarding the election of directors, it was declared that the shareholders elected the following nominees as directors of Sphere 3D Corp. for the ensuing year or until their successors are duly elected or appointed. Voting results are as follows:

Nominees	Votes For	Votes Withheld	Broker Non-Votes	Abstentions
David Danziger	3,400,322	180,318	2,380,083	8,394,613
Timothy Hanley	3,400,377	180,263	2,380,083	8,394,613
Susan Harnett	3,401,470	179,170	2,380,083	8,394,613
Vivekanand Mahadevan	3,398,727	181,913	2,380,083	8,394,613
Duncan J. McEwan	3,400,132	180,508	2,380,083	8,394,613
Patricia Trompeter	3,401,341	179,299	2,380,083	8,394,613

2. Appointment of Auditors

On a vote taken regarding the appointment of auditors, it was declared that the shareholders approved the appointment of MaloneBailey LLP as auditors of Sphere 3D Corp. for the ensuing year. Voting results are as follows:

Votes For	Votes Withheld	Broker Non-Votes	Abstentions
5,644,477	316,245	1	8,394,613

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibit is deemed to have been furnished to, but not filed with, the Securities and Exchange Commission.

<u>Exhibit Number</u>	<u>Description</u>
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99.1	SEDAR filing submitted December 5, 2023.
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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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

December 5, 2023

To: British Columbia Securities Commission
 Alberta Securities Commission
 Ontario Securities Commission

RE: SPHERE 3D CORP. - ANNUAL MEETING OF SHAREHOLDERS HELD ON DECEMBER 5, 2023 VOTING RESULTS

This report on the voting results of our Special Meeting of Shareholders held on December 5, 2023 is made in accordance with Section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations*. Each of the matters set out below is described in greater detail in the Notice of Meeting and Proxy Statement dated as of November 10, 2023.

1. Election of Directors

On a vote taken regarding the election of directors, it was declared that the shareholders elected the following nominees as directors of Sphere 3D Corp. for the ensuing year or until their successors are duly elected or appointed. Voting results are as follows:

Nominees	Votes For	% For	Votes Withheld	% Withheld
David Danziger	3,400,322	94.964	180,318	5.036
Timothy Hanley	3,400,377	94.966	180,263	5.034
Susan Harnett	3,401,470	94.996	179,170	5.004
Vivekanand Mahadevan	3,398,727	94.920	181,913	5.080
Duncan J. McEwan	3,400,132	94.959	180,508	5.041
Patricia Trompeter	3,401,341	94.993	179,299	5.007

2. Appointment of Auditors

On a vote taken regarding the appointment of auditors, it was declared that the shareholders approved the appointment of MaloneBailey LLP as auditors of Sphere 3D Corp. for the ensuing year. Voting results are as follows:

Votes For	% For	Votes Withheld	% Withheld
5,644,477	94.695	316,245	5.305

No other matters were voted upon.

Yours very truly,

SPHERE 3D CORP.

/s/ Jason Meretsky

Jason Meretsky
 Secretary of the Meeting