

**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): **May 31, 2018**

**SPHERE 3D CORP.**

(Exact name of registrant as specified in its charter)

**Ontario, Canada**  
(State or other jurisdiction  
of incorporation)

**001-36532**  
(Commission File Number)

**98-1220792**  
(IRS Employer Identification No.)

**240 Matheson Blvd. East,  
Mississauga, Ontario**  
(Address of principal executive offices)

**L4Z 1X1**  
(Zip Code)

Registrant's telephone number, including area code

**(858) 571-5555**

**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 (see General Instruction A.2. below):

- 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))
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## Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 31, 2018, Sphere 3D Corp., an Ontario corporation (the “**Company**”), held a special meeting of the Company’s shareholders in San Jose, California (the “**Special Meeting**”). As of April 10, 2018, the Company’s record date for the Special Meeting, there were a total of 9,498,032 common shares, no par value per share (the “**common shares**”), outstanding and entitled to vote at the Special Meeting. At the Special Meeting, 7,219,899 common shares were present or represented by proxy and, therefore, a quorum was present. The Company’s shareholders voted on two proposals and Proposal 1 and Proposal 2 were approved by the requisite vote of the Company’s shareholders. The final voting results for the proposals are set forth below.

**Proposal 1:** A proposal to pass, with or without variation, a special resolution approving the sale of all of the shares of Overland Storage, Inc., a subsidiary of the Company, to Silicon Valley Technology Partners LLC (the “**Share Purchase**”), which may be deemed to constitute a sale of substantially all of the assets of the Company in accordance with Section 184(3) of the Business Corporations Act (Ontario), as more particularly described in the Company’s proxy statement dated April 26, 2018, as amended and supplemented (the “**Proxy Statement**”).

<u>For</u>	<u>Against</u>
3,832,719	106,352

The Share Purchase also constitutes a “related party transaction” for the purposes of Multilateral Instrument 61-101 *Protection of Minority Holders in Special Transactions* (“**MI 61-101**”) and as such requires the affirmative vote of a simple majority of the votes cast by holders of common shares of the Company other than (i) “interested parties” (as defined in MI 61-101); any (ii) “related party” (as defined in MI 61-101) of an “interested party”, unless the “related party” meets that description solely in its capacity as a director or senior officer of one or more persons that are neither an “interested party” nor “issuer insiders” of the Company; and (iii) any person that is a “joint actor” (as defined in MI 61-101) with any of the foregoing (the “**Minority Shareholders**”), represented in person or by proxy at the Special Meeting. Of the 1,188,912 votes cast by minority shareholders represented in person or by proxy at the Special Meeting, 1,082,563 affirmatively voted for the Share Purchase, constituting a simple majority thereof.

**Proposal 2:** A proposal to pass, with or without variation, a special resolution amending the Company’s articles to change the name of the Company to “HVE ConneXions, Inc.”, as more particularly described in the Proxy Statement.

<u>For</u>	<u>Against</u>
6,703,841	516,058

The affirmative vote of shareholders of the Company holding at least (i) 66 2/3% of the votes cast by shareholders represented in person or by proxy at the Special Meeting and (ii) a simple majority of the votes cast by the minority shareholders represented in person or by proxy at the Special Meeting satisfies one of the conditions to the closing of the Share Purchase, which remains subject to other customary closing conditions.

## Item 8.01. Other Events.

On May 31, 2018, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
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<a href="#">99.1</a>	<a href="#">Press Release issued May 31, 2018.</a>
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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SPHERE 3D CORP.

(Registrant)

Date: May 31, 2018

By: /s/ Kurt L. Kalbfleisch  
Kurt L. Kalbfleisch  
Chief Financial Officer

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## EXHIBIT INDEX

**Exhibit  
Number**

**Description**

<a href="#">99.1</a>	<a href="#">Press Release issued May 31, 2018.</a>
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## Sphere 3D Announces All Matters Approved at Special Meeting of Shareholders

**SAN JOSE, Calif.** – May 31, 2018– Sphere 3D Corp. (NASDAQ: ANY(NASDAQ: ANY) (the “Company”), a company delivering containerization, virtualization, and data management solutions via hybrid cloud, cloud and on-premise implementations through its global reseller network and professional services organization, today announced that at its Special Meeting of Shareholders on May 31, 2018 the Company’s shareholders approved all matters put before them as described in the Notice of the Meeting and the Management Information Circular dated April 26, 2018.

The closing of the sale of the shares of Overland Storage, Inc. remains subject to other customary closing conditions. In addition, as of the date here-of, the name of the Company remains Sphere 3D Corp.

The final results of the shareholder votes at the Special Meeting will be filed later today with the SEC on Form 8-K on May 31, 2018.

### **About Sphere 3D**

Sphere 3D Corp. (NASDAQ:ANY) delivers containerization, virtualization, and data management solutions via hybrid cloud, cloud and on-premises implementations through its global reseller network and professional services organization. Sphere 3D, along with its wholly owned subsidiaries Overland Storage and Tandberg Data, has a strong portfolio of brands, including Overland-Tandberg, HVE ConneXions and UCX ConneXions, dedicated to helping customers achieve their IT goals. For more information, visit [www.sphere3d.com](http://www.sphere3d.com). Follow us on Twitter @Sphere3D, @HVEconneXions, @ovltb.

### **Safe Harbor Statement**

This press release contains forward-looking statements that involve risks, uncertainties, and assumptions that are difficult to predict. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of risks and uncertainties including, without limitation, the entry into the Purchase Agreement dated February 20, 2018 with Silicon Valley Technology Partners LLC (“Purchaser”), an entity established and controlled by Eric Kelly, chairman and chief executive officer of the Company, pursuant to which Purchaser proposes to acquire Overland and the Data Protection and Archive business from Sphere 3D; Purchaser’s inability to obtain sufficient financing to fund such acquisition and our inability to meet the closing conditions and to close such acquisition on a timely basis; our inability to obtain additional debt or equity financing or to refinance our debt; any increase in our cash needs; the Company’s ability to maintain listing with the NASDAQ Capital Market; our ability to successfully integrate the UCX and HVE ConneXions business with Sphere 3D’s other businesses; unforeseen changes in the course of our business or the business of our wholly-owned subsidiaries, including, without limitation, Overland Storage and Tandberg Data; market adoption and performance of our products; the level of success of our collaborations and business partnerships; possible actions by customers, partners, suppliers, competitors or regulatory authorities; and other risks detailed from time to time in our periodic reports contained in our Annual Information Form and other filings with Canadian securities regulators ([www.sedar.com](http://www.sedar.com)) and in prior periodic reports filed with the United States Securities and Exchange Commission([www.sec.gov](http://www.sec.gov)). Sphere 3D undertakes no obligation to update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by law.

### **Investor Contact:**

#### **The Blueshirt Group**

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