

**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): September 28, 2018

Sphere 3D Corp.

(Exact name of registrant as specified in its charter)

Ontario, Canada

001-36532

98-1220792

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**240 Matheson Blvd. East,
Mississauga, Ontario**

L4Z 1X1

(Address of principal executive offices)

(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))

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 12, 2017, the shareholders of Sphere 3D Corp. (the “Company”) passed a special resolution authorizing the board of directors of the Company to file articles of amendment to create an unlimited number of preferred shares, issuable in series (the “Preferred Shares”).

On September 28, 2018, the Company filed Articles of Amendment to create the Preferred Shares (the “Amendment”). The foregoing description is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 3.1 hereto and is incorporated by reference into this report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Articles of Amendment of the Company dated September 28, 2018.

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: October 2, 2018

SPHERE 3D CORP.

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

EXHIBIT INDEX

(d) Exhibits

**Exhibit
Number**

Description

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4

For Ministry Use Only
À l'usage exclusif du Ministère
Ministry of Government
and Consumer Services

Ministère des Services
gouvernementaux et des
Services aux consommateurs

Ontario Corporation Number
Numéro de la société en Ontario

1933033

Ontario
CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

SEPTEMBER 28 SEPTEMBRE, 2018

Barbara Luckitt

17

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société (écrire en LETTRES MAJUSCULES SEULEMENT) :

S	P	H	E	R	E	3	D	C	O	R	P										

2. The name of the corporation is changed to (if applicable) : (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) (écrire en LETTRES MAJUSCULES SEULEMENT) :

3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :
2015-03-24
(Year, Month, Day)
(année, mois, jour)

4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number of directors is/are: minimum and maximum number of directors is/are:
Nombre d'administrateurs : nombres minimum et maximum d'administrateurs :

Number minimum and maximum
Nombre minimum et maximum

 or

5. The articles of the corporation are amended as follows:
Les statuts de la société sont modifiés de la façon suivante :
See attached pages 1A to 1B.

5. The articles of the Company are amended as follows:

To amend the authorized capital of the Company as follows:

1. To increase the authorized capital of the Company by creating an unlimited number of Preferred Shares, issuable in series;
2. After giving effect to the foregoing, the authorized capital of the Company shall consist of an unlimited number of common shares and an unlimited number of Preferred Shares, issuable in series; and
3. To provide that the rights, privileges, restrictions and conditions attaching to the Preferred Shares, issuable in series are as follows:

PREFERRED SHARES

- (a) The Preferred Shares may be issued at any time or from time to time in one or more series. Subject to these share conditions, the directors are authorized to fix the number of shares in each series of Preferred Shares and to determine the designation, rights, privileges, restrictions and conditions attaching to each series of the Preferred Shares which may include, without limitation:
 - (i) the consideration for which such series of Preferred Shares are to be issued;
 - (ii) the rate, amount, method of calculation and payment of any dividends, whether cumulative, or non-cumulative, and whether such rate, amount, method of calculation or payment is subject to change or adjustment in the future;
 - (iii) voting rights, if any;
 - (iv) any rights upon a dissolution, liquidation or winding-up of the Company or upon any other return of capital or distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs;
 - (v) any rights of redemption, retraction or purchase for cancellation and the prices and terms and conditions of any such rights;
 - (vi) any rights of conversion, exchange or reclassification and the terms and conditions of any such rights, if applicable;
 - (vii) any other rights, privileges, restrictions and conditions, not inconsistent with these share provisions, attaching to such series of Preferred Shares.
- (b) No rights, privileges, restrictions or conditions attached to any series of Preferred Shares shall confer upon the shares of such series a priority in

respect of dividends or distribution of assets or return of capital in the event of the liquidation, dissolution or winding up of the Company over the shares of any other series of Preferred Shares. The Preferred Shares of each series shall, with respect to the right to payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Company, rank on a parity with the shares of every other series.

- (c) The Preferred Shares of each series shall be entitled to a preference and priority over the common shares of the Company in respect of dividends or distribution of assets or return of capital in the event of the liquidation, dissolution or winding up of the Company.

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2017/12/12

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

SPHERE 3D CORP.

(Print name of corporation from Article 1 on page 1)
(Veuillez écrire le nom de la société de l'article un à la page une).

By/
Par :

(Signature)
(Signature)



Kurt L. Kalbfleisch

SVP and CFO

(Description of Office)
(Fonction)