| SEC For | rm 4 | | | | | | | | | | | | | | | | | | |
|--|--|-----|--------------|--|--|---------------|-----------------------|-----------------------------|--------------------------------|---|----------------------|---|----------------------|---|---|---|---|--|---|
| | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | | | | | | OMB APPROVAL | | | | |
| Section 16. Form 4 or Form 5 obligations may continue. See | | | | | NT OF CHANGES IN BENEFICIAL OWNERS d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | | | HIP OMB Number: 3235-0 Estimated average burden hours per response: | | | 3235-0287 1 0.5 | |
| 1. Name and Address of Reporting Person [*] <u>Hanley Timothy P.</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp.</u> [ANY] | | | | | | | | | (Ch | Relationship o eck all applio X Directo | able) | Reporting Person(s) to Issuer le) 10% Owne | | |
| (Last) (First) (Middle) | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/19/2023 | | | | | | | | | | Officer (give title Other (spec below) below) | | | | pecify |
| C/O SPHERE 3D CORP. 243 TRESSER BLVD., 17TH FLOOR (Street) | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Line | X Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| STAMFORD CT 06901 | | | | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | | | |
| (City) (State) (Zip) | | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | | | |
| | | Tab | ole I - Nor | -Deriv | ative | Seci | irities Ac | cquir | ed, C | Disp | osed o | f, or | Ben | eficial | ly Owned | | | | |
| 1. Title of Security (Instr. 3) Date (Month/ | | | | | action 2A. De Execu Day/Year) if any (Monti | | ິ Co | Transaction Code (Instr. | | 4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5) | | l (A) or . 3, 4 and | Beneficia Owned F | s ally ollowing | Form | Direct Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | ode | v | Amount | Amount (| | Price | Reported Transact (Instr. 3 a | ion(s) | | | (Instr. 4) |
| Common Stock 12/19 | | | | | 9/2023 | 2023 | | | М | | 46,08 | 46,082 A | | (1) | 46,082 | | | D | |
| | | - | Table II - I | Deriva e.g., p | tive So uts, c | ecur alls, | ities Aco warrants | quireo s, opt | d, Dis tions | spo 6, co | osed of, onvertil | or B ble s | enet ecur | icially ities) | Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | rivative Conversion Date Execution curity or Exercise (Month/Day/Year) if any | | | d 4. Date, Transaction Code (Instr. | | on str. | 5. Number 6 of E | | ate Exe ration I hth/Day | Date | | 7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4) | | s Security | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4) | e s Ily J | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership t (Instr. 4) |
| | | | | ſ | T | T | | | | | | | - I. | Amount or Number | | | | | |

Date Exercisable

12/19/2023

Expiration Date

12/19/2023

Title

Common Stock

Restricted Stock Unit (RSU)⁽²⁾

Explanation of Responses:

(1)

1. Each RSU represents a contingent right to receive one share of Sphere 3D Corp. common stock.

2. As adjusted for the issuer's 1 for 7 reverse stock split effective June 28, 2023.

12/19/2023

| /s/ Denise Garrett For: Timothy | 10/00/0000 |
|---------------------------------|------------|
| Hanley | 12/20/2023 |

(1)

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D

** Signature of Reporting Person Date

of Shares

46,082

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 4 (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).

Code v

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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.

(A) (D)

46,082

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Kurt Kalbfleisch, Denise Garrett and Ali Panjwani 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 "<u>SEC</u>") 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 "<u>Company</u>"), 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 attorneyin-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 <u>16</u> day of December, 2022.

/s/ Timothy P. Hanley Signature

<u>Timothy P. Hanley</u> Print Name