

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MF Ventures, LLC</u>  (Last) (First) (Middle) 201 SPEAR STREET, 14TH FLOOR  (Street) SAN FRANCISCO CA 94105  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp</u> [ ANY ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	03/16/2018		J <sup>(1)</sup>		299,999 <sup>(1)</sup>	A	(1)	1,994,569 <sup>(2)</sup>	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Common Stock Warrant (Right to Buy)	\$5 <sup>(1)</sup>	03/16/2018		H <sup>(1)</sup>		272,727	(3)	03/24/2022	Common Stock	272,727	(1)	0	D	

1. Name and Address of Reporting Person\*  
MF Ventures, LLC  
 (Last) (First) (Middle)  
 201 SPEAR STREET, 14TH FLOOR  
 (Street)  
 SAN FRANCISCO CA 94105  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MACFARLANE VICTOR B  
 (Last) (First) (Middle)  
 C/O MF VENTURES, LLC  
 201 SPEAR STREET, 14TH FLOOR  
 (Street)  
 SAN FRANCISCO CA 94105  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MacFarlane Thaderine D.  
 (Last) (First) (Middle)  
 C/O MF VENTURES, LLC  
 201 SPEAR STREET, 14TH FLOOR

(Street)		
SAN FRANCISCO	CA	94105
(City) (State) (Zip)		

**Explanation of Responses:**

1. On March 16, 2018, the Issuer canceled a warrant that was granted to MF Ventures, LLC on March 24, 2017 covering 272,727 common shares, which was not exercisable at the time of cancellation. In exchange for such cancellation, MF Ventures, LLC received 299,999 common shares of the issuer.
2. Victor B. MacFarlane and Thaderine D. MacFarlane are controlling members of MF Ventures, LLC and may be deemed to share and have indirect beneficial ownership over, and share indirect pecuniary interest in, 1,994,569 shares held directly by MF Ventures, LLC.
3. The warrant was exercisable from March 24, 2017, the date it was issued; provided, however, the exercise of such warrant is limited by a blocker provision, which provides that the warrant is not exercisable to the extent that common shares issuable upon the exercise of the warrant would result in a beneficial ownership of the reporting person above 4.99% of the issuer's outstanding common shares.

**Remarks:**

[/s/ Katharine Ryan-Weiss, as Attorney-in-Fact for MF Ventures, LLC](#)      [03/29/2018](#)

[/s/ Katharine Ryan-Weiss, as Attorney-in-Fact for Victor B. MacFarlane](#)      [03/29/2018](#)

[/s/ Katharine Ryan-Weiss, as Attorney-in-Fact for Thaderine D. MacFarlane](#)      [03/29/2018](#)

\*\* Signature of Reporting Person      Date

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).

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.