
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2022

Commission File Number: 001-36532

SPHERE 3D CORP.

**895 Don Mills Road, Bldg. 2, Suite 900
Toronto, Ontario, M3C1W3, Canada
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

The information contained in this Form 6-K is incorporated by reference into, or as additional exhibits to, as applicable, the registrant's outstanding registration statements.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On March 14, 2022, Sphere 3D Corp. (the "Company") was issued a deficiency notice by the Nasdaq Listing Qualifications Staff of The Nasdaq Stock Market LLC ("Nasdaq"). The notice was prompted by the Company falling out of compliance with Nasdaq Listing Rule 5605(c)(2)(A) (the "Audit Committee Rule"), which requires that issuers have an audit committee of at least three members who each meet the criteria for independence set forth in Rule 10A-3(b)(1). The letter does not affect the Company's listing on Nasdaq or its operations.

The Company fell out of compliance with the Audit Committee Rule due to an unsolicited discretionary bonus payment made by the Company to Patricia Trompeter, an Audit Committee member, outside of Board compensation, for work on certain business initiatives. Ms. Trompeter resigned from the Company's Audit Committee on March 7, 2022; however, she remains on the Company's Board of Directors. The Company is preparing a Nasdaq-required plan of compliance, which will include the replacement of Ms. Trompeter on the Audit Committee. The Company issued a press release related to the Nasdaq deficiency, dated March 18, 2022, a copy of which is attached hereto as Exhibit 99.1.

SUBMITTED HEREWITH

Exhibits

[99.1](#) [Sphere 3D Receives Deficiency Notice from Nasdaq](#)

SIGNATURE

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, thereunto duly authorized.

SPHERE 3D CORP.

Date: March 18, 2022

/s/ Peter Tassiopoulos

Name: Peter Tassiopoulos

Title: Chief Executive Officer



Sphere 3D Receives Deficiency Notice from Nasdaq

Toronto, Canada - March 18, 2022 - Sphere 3D Corp. (NASDAQ: ANY) (the "Company") announced today that the Company was issued a deficiency notice by the Nasdaq Listing Qualifications Staff of The Nasdaq Stock Market LLC ("Nasdaq"). The notice was prompted by the Company falling out of compliance with Nasdaq Listing Rule 5605(c)(2)(A), which requires that issuers have an audit committee of at least three members who each meet the criteria for independence set forth in Rule 10A-3(b) (1) under the Securities Exchange Act of 1934. The letter does not affect the Company's listing on Nasdaq or its operations.

The Company fell out of compliance with Rule 5605(c)(2)(A) due to an unsolicited discretionary bonus payment made by the Company to Patricia Trompeter, an Audit Committee member, outside of Board compensation for work on certain business initiatives. Ms. Trompeter resigned from the Company's Audit Committee on March 7, 2022; however, she remains on the Company's Board of Directors. The Company is preparing a Nasdaq-required plan of compliance which will include the replacement of Ms. Trompeter on the Audit Committee.

About Sphere 3D

Sphere 3D Corp. (NASDAQ: ANY) is dedicated to becoming the leading carbon neutral bitcoin mining company operating at enterprise scale. The Company also delivers data management solutions via hybrid cloud, cloud and on-premises implementations both directly and through its reseller network and professional services organization. For more information on Sphere 3D, please visit www.sphere3d.com.

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, inability to obtain additional debt or equity financing; any increase in cash needs; Sphere 3D's ability to maintain listing with the NASDAQ Capital Market; market adoption and performance of products; the level of success of 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 filings with Canadian securities regulators (www.sedar.com) and the United States Securities and Exchange Commission (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.



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