
**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 **November, 2014**

Commission File Number: **000-55232**

Sphere 3D Corp.

(Translation of registrant's name into English)

240 Matheson Blvd. East

Mississauga, Ontario L4Z 1X1

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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):

SUBMITTED HEREWITH

Exhibits

99.1 [News Release dated November 28, 2014](#)

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, thereunto duly authorized.

SPHERE 3D CORP.

(Registrant)

Date: November 28, 2014

By: */s/ T. Scott Worthington*

T. Scott Worthington
Title: Chief Financial Officer

Sphere 3D to Convert Outstanding Debt into Equity

Mississauga, Ontario – November 28, 2014 –Sphere 3D Corporation (TSXV: ANY NASDAQ: ANY) (the “Company” or “Sphere 3D”), a virtualization technology solution provider, today announced that it intends to issue 333,333 common shares of the Company to FBC Holdings S.á.r.l., an affiliate to Cyrus Capital Partners (“Cyrus Capital”), in satisfaction of its US\$2,500,000 guarantee of a convertible loan transaction between Overland Storage, Inc. (“Overland”) and Cyrus Capital entered into on October 13, 2014. As a condition of entering into this loan transaction, Overland repaid existing indebtedness owing to the Company of US\$2,500,000.

The terms of the loan provide that repayment of US\$2,500,000 shall occur immediately following the closing of the Overland merger transaction and be converted at an ascribed price of US\$7.50 per share. Subject to receipt of regulatory approval, these shares will be issued at a price of CDN\$8.57, being the Canadian dollar equivalent of the US\$7.50 conversion price. The shares will be subject to a 4 month hold period under applicable Canadian securities law.

About Sphere 3D Corporation

Sphere 3D Corporation (TSX-V: ANY, NASDAQ:ANY) is a virtualization technology solution provider. Sphere 3D's Glassware 2.0™ platform delivers virtualization of some of the most demanding applications in the marketplace today; making it easy to move applications from a physical PC or workstation to a virtual environment either on premise and/or from the cloud. Sphere 3D's V3 Systems division supplies the industry's first purpose built appliance for virtualization as well as the Desktop Cloud Orchestrator management software for VDI. In May 2014, Sphere 3D announced its proposed merger with Overland Storage (NASDAQ: OVRL). This alliance is intended to bring together next generation technologies for virtualization and cloud coupled with end-to-end scalable storage offerings enabling the introduction of a number of converged solutions. For additional information visit www.sphere3d.com or access the Company's public filings at www.sedar.com or www.sec.gov.

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