

# 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): August 19, 2024

## SPHERE 3D CORP.

(Exact name of registrant as specified in its charter)

Ontario  
(State or other jurisdiction  
of incorporation)

001-36532  
(Commission  
File Number)

98-1220792  
(IRS Employer  
Identification No.)

243 Tresser Blvd, 17th Floor  
Stamford, Connecticut, United States 06901  
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code: (647) 952 5049

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Shares	ANY	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01. Regulation FD Disclosure.**

On August 19, 2024, Sphere 3D Corp. issued a press release providing Bitcoin production and mining updates for July 2024. The information contained in the press release is incorporated herein by reference and furnished as Exhibit 99.1.

The information set forth under Item 7.01 of this Current Report on Form 8-K (this "Current Report"), including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such a filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

[99.1](#) [Press release dated August 19, 2024](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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: August 19, 2024

**SPHERE 3D CORP.**

By: /s/ Patricia Trompeter  
Patricia Trompeter  
Chief Executive Officer

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## Sphere 3D Corp. Provides July 2024 Update

Stamford, Connecticut, August 19, 2024 - Sphere 3D Corp. (NASDAQ: ANY) ("Sphere 3D"), a Bitcoin mining company, is providing a strategic and operational update for July 2024.

### Key Highlights:

- First batch of Antminer S21 fleet upgrade has arrived
- 16.8 Bitcoin mined in July 2024
- Month-end deployed hash rate was 1.2 EH/s

Metrics	July 2023	June 2024	July 2024
Bitcoin Mined	59.8	20.4	16.8
Bitcoin Sold	70.1	15.7	22.0
Mining Revenue	\$1.8 million	\$1.4 million	\$1.0 million
Bitcoin Holdings	10.2	7.2	2.0
Deployed Miners	~10,240	~11,400	~11,200
Month End Deployed Hash Rate (EH/s)	1.1 EH/s	1.2 EH/s	1.2 EH/s

### Strategic Update:

We continue to proactively focus on the company's future growth through operational growth and strategic partnerships:

- As previously announced, our plan is to gradually take older machines offline and replace them with the latest generation models throughout the remainder of the year. We are progressing with our fleet refresh by taking delivery of our first order of Bitmain Antminer S21s, which began hashing in July. Our partners continue to assist with the divestiture of our older-generation fleet, while also providing the Company with all buying options for additional Bitmain Antminer S21s which the team is currently evaluating.
  - With a concentrated goal of merging with a company focused on vertical integration, we are in the process of continuing discussions with several potential partners.
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## **CEO Comments**

" We are excited to announce our first batch of S21s have arrived and are energized. We energized .1 EH/s of Bitmain Antminer S21s to our fleet, and they are presently hashing in Iowa. We anticipate the arrival of more S21s at the end of August. Our targeted M&A pursuits focusing on infrastructure is progressing. We are being very methodical and diligent." explains Patricia Trompeter, CEO of Sphere 3D. She adds, "We are looking forward to a transformative 3<sup>rd</sup> quarter."

## **Production**

As mentioned we added .1 EH/s to our fleet in the form of Bitmain Antminer S21s. As we continue to "swap out the fleet" in batches, older machines will come offline to make room at our hosting partners for new generation equipment. As we have learned over the years, slow and steady wins the race.

Our Grandbury TX hosting partner experienced significant operational issues in July which resulted in some of our machines being taken offline. We are working with them on a resolution to ensure that our fleet is operating at peak capacity. At this time, a portion of the machines have been brought back online. This further fuels our push to complete a merger where we can control our operations.

## **About Sphere 3D**

Sphere 3D Corp. (NASDAQ: ANY) is a cryptocurrency miner growing its industrial-scale Bitcoin mining operation through the capital-efficient procurement of next-generation mining equipment and partnering with best-in-class data center operators. Sphere 3D is dedicated to growing shareholder value while honoring its commitment to strict environmental, social, and governance standards. For more information about Sphere 3D, please visit [Sphere3D.com](https://Sphere3D.com).

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## **Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. In some cases, you can identify forward-looking statements because they contain words such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "project," "contemplates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these words or other similar terms or expressions. Expectations and beliefs regarding matters discussed herein may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from the projected. The forward-looking statements contained in this communication are also subject to other risks and uncertainties, including those more fully described in filings with the SEC, including Sphere 3D's reports filed on Form 10-K, Form 10-Q and Form 8-K and in other filings made by Sphere 3D with the SEC from time to time and available at [www.sec.gov](http://www.sec.gov). These forward-looking statements are based on current expectations, which are subject to change.

## **Sphere 3D Contacts**

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