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**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, 2017**

**Commission File Number: 001-36532**

**Sphere 3D Corp.**

240 Matheson Blvd. East  
Mississauga, Ontario, Canada, 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.  
[X] 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): [ ]

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.  
Yes [ ] No [X]

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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.

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On March 29, 2017, Sphere 3D Corp. (the “Company”) closed its previously announced registered direct offering of 20,454,546 of the Company’s common shares, no par value per share (the “Shares”), and warrants (the “Warrants”) exercisable to purchase up to 20,454,546 of the Company’s common shares, no par value per share, at an exercise price of \$0.30 per share. The Company sold the Shares at a price of \$0.22 per Share, and received gross proceeds from the offering, before deducting placement agent fees and other estimated offering expenses payable by the Company, of approximately \$4,500,000. Roth Capital Partners, LLC acted as the placement agent for the offering.

A copy of the opinion of Stikeman Elliot LLP related to the legality of the Common Shares purchased pursuant to the securities purchase agreement is attached hereto as Exhibit 5.1.

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**SUBMITTED HERewith**

**Exhibits**

[5.1](#) [Opinion of Stikeman Elliot LLP](#)

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**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 29, 2017

/s/ Kurt Kalbfleisch

Name: Kurt Kalbfleisch

Title: Chief Financial Officer

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**STIKEMAN ELLIOTT**

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Stikeman Elliott LLP Barristers & Solicitors  
1155 René Lévesque Blvd. West, 40th Floor, Montréal, Quebec, Canada H3B 3V2  
Tel: (514) 397-3000 Fax: (514) 397-3222 www.stikeman.com

March 29, 2017

Sphere 3D Corp.  
240 Matheson Boulevard East  
Mississauga, ON L4Z 1X1  
Canada

Dear Sirs/Mesdames:

**Re: Direct Registered Offering of Shares of Sphere 3D Corp.**

We have acted as Canadian special counsel to Sphere 3D Corp., a corporation amalgamated under the *Business Corporations Act* (Ontario) (the "**Company**"), in connection with the issuance of 20,454,546 common shares of the Company (the "**Shares**").

The Shares are being issued in accordance with the terms of purchase agreements dated March 24, 2017 (the "**Purchase Agreements**") entered into between the Company and each of the investors listed hereto in Schedule A, and in connection with a registration statement on Form F-3 (File No. 333-206357) (the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission on August 27, 2015, the prospectus dated August 27, 2015 included therein (the "**Base Prospectus**"), and the prospectus supplement thereto dated March 24, 2017 (the "**Prospectus Supplement**"). The Base Prospectus and the Prospectus Supplement are collectively referred to as the "**Prospectus**".

For the purposes of this opinion, we have examined copies of the Registration Statement, the Prospectus and the Purchase Agreements. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of and relied upon the following documents (collectively, the "**Corporate Documents**"):

- (a) the certificate and articles of amalgamation of the Company;
- (b) the by-laws of the Company;
- (c) certain resolutions of the Company's directors; and
- (d) a certificate of an officer of the Company (the "**Officer's Certificate**").

We also have reviewed such other documents, and have considered such questions of law, as we have deemed relevant and necessary as a basis for the opinion expressed herein. We have relied upon the Corporate Documents without independent investigation of the matters provided for therein for the purpose of providing our opinion expressed herein.

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In examining all documents and in providing our opinion expressed herein we have assumed that:

- (a) all individuals had the requisite legal capacity;
- (b) all signatures are genuine;
- (c) all documents submitted to us as originals are complete and authentic and all photostatic, certified, telecopied, notarial or other copies conform to the originals;
- (d) all facts set forth in the official public records, certificates and documents supplied by public officials or otherwise conveyed to us by public officials are complete, true and accurate;
- (e) the certificate of amalgamation of the Company (the "**Certificate of Amalgamation**") is conclusive evidence that the Company is amalgamated and existing under the *Business Corporations Act* (Ontario); and
- (f) all facts set forth in the certificates supplied by the respective officers and directors, as applicable, of the Company including, without limitation, the Officer's Certificate, are complete, true and accurate.

In expressing the opinion set out in paragraph (a) below, we have relied exclusively on the Certificate of Amalgamation.

We express no opinion as to any laws, or matters governed by any laws, other than the laws of the province of Ontario and the federal laws of Canada applicable therein. Our opinion is expressed with respect to the laws in effect on the date of this opinion and we do not accept any responsibility to take into account or inform the addressee, or any other person authorized to rely on this opinion, of any changes in law, facts or other developments subsequent to this date that do or may affect the opinion we express, nor do we have any obligation to advise you of any other change in any matter addressed in this opinion or to consider whether it would be appropriate for any person other than the addressee to rely on our opinion.

Where our opinion expressed herein refers to the Shares having been issued as being "fully-paid and non-assessable" common shares of the Company, such opinion assumes that all required consideration (in whatever form) has been paid or provided. No opinion is expressed as to the adequacy of any consideration received.

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Based and relying upon the foregoing, we are of the opinion that:

- (a) The Company is a corporation amalgamated and existing under the laws of Ontario; and
- (b) The Shares have been duly issued by the Company as fully paid and non- assessable.

This opinion has been prepared for your use in connection with the Registration Statement and is expressed as of the date hereof. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Registration Statement or the Shares described therein. The opinions expressed herein may be relied upon by O'Melveny & Myers LLP for the purposes of its opinion dated the date hereof and addressed to you with respect to the subject matter hereof.

We hereby consent to the filing of this opinion as an exhibit to the current report on Form 6-K to be filed with the Securities and Exchange Commission disclosing the issuance of the Shares for incorporation by reference into the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under the Act or the rules and regulations promulgated thereunder. This opinion may not be quoted from or referred to in any documents other than the Registration Statement as provided for herein without our prior written consent.

Yours truly,

/s/ Stikeman Elliot LLP

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**Schedule A**  
**List of Investors**

- Anson Investments Master Fund LP
  - Alto Opportunity Master Fund, SPC – Segregated Master Portfolio B
  - CVI Investments, Inc.
  - Hudson Bay Master Fund Ltd.
  - Intracoastal Capital, LLC
  - L1 Capital Global Opportunities Master Fund
  - MF Ventures LLC
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