

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F/A

(Amendment No.1)

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2015**

Commission File Number: **001-36532**

**Sphere 3D Corp.**

*(Exact name of Registrant as specified in its charter)*

Ontario, Canada

*(Province or Other Jurisdiction of Incorporation or Organization)*

7374

*(Primary Standard Industrial Classification Code Number)*

98-1220792

*(I.R.S Employer Identification Number)*

**240 Matheson Blvd. East  
Mississauga, Ontario, Canada, L4Z 1X1  
(416) 749-5999**

*(Address and telephone number of principal executive offices)*

**Sphere 3D Corp.  
125 S. Market Street, Suite 1300, San Jose, California 95113  
(408) 283-4700**

*(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)*

Securities registered or to be registered pursuant to section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchanges on which registered</u>
<b>Common Shares</b>	<b>NASDAQ Global Market</b>

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form  Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the Company's classes of capital or common shares as of the close of the period covered by the annual report: 45,198,283 common shares as of December 31, 2015

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the Company has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Company was required to submit and post such files).

Yes  No

## EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 40-F for the year ended December 31, 2015 (the "Annual Report"), originally filed with the Securities and Exchange Commission on March 30, 2016, is being filed solely for the purposes of adding Exhibit 101 and furnishing the Interactive Data File disclosures as Exhibit 101 in accordance with Rule 405 Regulation S-T. This Exhibit was not previously filed.

Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, update or restate any information contained in the Annual Report or reflect any events that have occurred after the Annual Report was originally filed.

## EXHIBIT LIST

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

## SIGNATURES

The registrant hereby certifies that it met all of the requirements for filing Form 40-F and has duly caused and authorized the undersigned to sign this Amendment No. 1 to its Annual Report on its behalf.

Date: February 9, 2017

**Sphere 3D Corp.**

/s/ Kurt L. Kalbfleisch

Kurt L. Kalbfleisch

Chief Financial Officer