

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MF Ventures, LLC</u> <hr/> (Last) (First) (Middle) <u>201 SPEAR STREET, 14TH FLOOR</u> <hr/> (Street) <u>SAN FRANCISCO CA 94105</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/30/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp [ANY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Shares</u>	<u>1,994,570</u>	<u>D⁽¹⁾</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person*
MF Ventures, LLC

 (Last) (First) (Middle)
201 SPEAR STREET, 14TH FLOOR

 (Street)
SAN FRANCISCO CA 94105

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MACFARLANE VICTOR B

 (Last) (First) (Middle)
C/O MF VENTURES, LLC
201 SPEAR STREET, 14TH FLOOR

 (Street)
SAN FRANCISCO CA 94105

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MacFarlane Thaderine D.

 (Last) (First) (Middle)
C/O MF VENTURES, LLC
201 SPEAR STREET, 14TH FLOOR

 (Street)
SAN FRANCISCO CA 94105

 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. Victor B. MacFarlane and Thaderine D. MacFarlane are controlling members of MF Ventures, LLC and may be deemed to share and have indirect beneficial ownership over, and share indirect pecuniary interest in, 1,994,570 shares held directly by MF Ventures, LLC.

Remarks:

Sphere 3D Corp. is no longer a foreign private issuer as of June 30, 2017. The reporting persons are filing this Form 3 on or before January 1, 2018 per SEC Corp. Fin. Compliance and Disclosure Interpretation 101.02 [Aug. 11, 2010] under Section 16 (General Guidance). Exhibit List: Exhibit 24.1: Power of Attorney executed by Victor B. MacFarlane Exhibit 24.2: Power of Attorney executed by Thaderine D. MacFarlane Exhibit 24.3: Power of Attorney executed by MF Ventures, LLC

/s/ Victor B. MacFarlane, 12/26/2017
Manager of MF Ventures, LLC

/s/ Victor B. MacFarlane 12/26/2017

/s/ Thaderine D. MacFarlane 12/26/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Thaderine D. MacFarlane and Katharine Ryan-Weiss, each of them, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a person who beneficially holds more than 10% of the common shares of Sphere 3D Corp. (the "Company"), forms 3, Forms 4 and Forms 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, Forms 4 or Forms 5 and timely file any such forms with the U.S. Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in the undersigned's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done pursuant to this Power of Attorney.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, Forms 4 and Forms 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the attorneys-in-fact.

The undersigned has caused this Power of Attorney to be executed as of this 26th day of December, 2017.

/s/ Victor B. MacFarlane
Signature
Victor B. MacFarlane
Print Name

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Victor B. MacFarlane and Katharine Ryan-Weiss, each of them, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a person who beneficially holds more than 10% of the common shares of Sphere 3D Corp. (the "Company"), forms 3, Forms 4 and Forms 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

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The undersigned has caused this Power of Attorney to be executed as of this 26th day of December, 2017.

/s/ Thaderine D. MacFarlane
Signature
Thaderine D. MacFarlane
Print Name

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Katharine Ryan-Weiss, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a person who beneficially holds more than 10% of the common shares of Sphere 3D Corp. (the "Company"), forms 3, Forms 4 and Forms 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, Forms 4 or Forms 5 and timely file any such forms with the U.S. Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in the undersigned's discretion.

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The undersigned has caused this Power of Attorney to be executed as of this 26th day of December, 2017.

MF Ventures, LLC

By: /s/ Victor B. MacFarlane
Name: Victor B. MacFarlane
Title: Manager