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, 2015**

Commission File Number: **001-36532**

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   [x] 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	Interim Financial Statements For the Nine Months Ended September 30, 2014
99.2	Management Discussion and Analysis
99.3	Certification of Interim Filings - CEO
99.4	Certification of Interim Filings - CFO

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: March 31, 2015	By:	*/s/ Kurt Kalbfleisch*
		Kurt Kalbfleisch
	Title:	Senior Vice President and Chief Financial Officer

SPHERE 3D CORP.
Condensed Consolidated Financial Statements (Unaudited)
For the Three and Nine Months Ended September 30, 2014 and 2013
(Expressed in U.S. dollars)

Sphere 3D Corp. (“Sphere 3D”) adopted accounting principles generally accepted in the United States of America (”U.S. GAAP”) commencing with the annual financial statements for the year ended December 31, 2014, which are available under Sphere 3D’s profile on the SEDAR website at www.sedar.com <http://www.sedar.com> and on the EDGAR website at www.sec.gov <http://www.sec.gov>.

As a result of Sphere 3D adopting U.S. GAAP, Canadian securities regulations require that the Company refile its 2014 interim financial statements and notes thereto under U.S. GAAP, together with accompanying management's discussion and analysis and related certifications. The previously filed interim financial statements and accompanying management's discussion and analysis, as well as the previously filed annual audited consolidated financial statements as at and for the year ended December 31, 2013 and accompanying management's discussion and analysis, are available under Sphere 3D’s profile on the SEDAR website at www.sedar.com <http://www.sedar.com> and on the EDGAR website at www.sec.gov <http://www.sec.gov>.

SPHERE 3D CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands of U.S. dollars, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(Unaudited)		(Unaudited)	
Net revenue:				
Product revenue	$ 1,319	$ —	$ 3,603	$ —
Service revenue	165	—	399	—
	1,484	—	4,002	—
Cost of product revenue	834	—	1,935	—
Cost of service revenue	99	—	293	—
Gross profit	551	—	1,774	—
Operating expenses:				
Sales and marketing	1,217	47	2,302	125
Research and development	—	—	—	21
General and administrative	2,810	743	6,630	1,836
	4,027	790	8,932	1,982
Loss from operations	(3,476)	(790)	(7,158)	(1,982)
Interest expense	(97)	—	(214)	—
Other income (expense), net	117	(27)	87	(26)
Net loss	$ (3,456)	$ (817)	$ (7,285)	$ (2,008)
Net loss per share:				
Basic and diluted	$ (0.15)	$ (0.05)	$ (0.32)	$ (0.12)
Shares used in computing net loss per share:				
Basic and diluted	23,567	17,188	22,880	16,482

See accompanying notes to condensed consolidated financial statements.

SPHERE 3D CORP.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(in thousands of U.S. dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(Unaudited)		(Unaudited)	
Net loss	$ (3,456)	$ (817)	$ (7,285)	$ (2,008)
Other comprehensive loss:				
Foreign currency translation adjustments	(982)	29	(776)	(82)
Total other comprehensive loss	(982)	29	(776)	(82)
Comprehensive loss	$ (4,438)	$ (788)	$ (8,061)	$ (2,090)

See accompanying notes to condensed consolidated financial statements.

SPHERE 3D CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands of U.S. dollars)

	September 30, 2014	December 31, 2013
	(Unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 2,668	$ 5,217
Accounts receivable	2,857	—
Inventories	115	128
Other current assets	1,651	1,082
Total current assets	7,291	6,427
Property and equipment, net	531	288
Intangible assets, net	15,411	1,646
Promissory note, related party	7,750	—
Total assets	$ 30,983	$ 8,361
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 1,057	$ 132
Accrued liabilities	985	124
Accrued payroll and employee compensation	256	194
Deferred revenue	161	474
Other current liabilities	3,647	—
Total current liabilities	6,106	924
Long-term debt	5,000	—
Other long-term liabilities	95	—
Total liabilities	11,201	924
Commitments and contingencies (Note 9)		
Shareholders’ equity:		
Common stock, no par value, unlimited shares authorized; 23,643 and 21,098 shares issued and outstanding as of September 30, 2014 and December 31, 2013, respectively	34,813	14,407
Accumulated other comprehensive income	(912)	(136)
Accumulated deficit	(14,119)	(6,834)
Total shareholders’ equity	19,782	7,437
Total liabilities and shareholders’ equity	$ 30,983	$ 8,361

See accompanying notes to condensed consolidated financial statements.

SPHERE 3D CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands of U.S. dollars)

	Nine Months Ended September 30,	
	2014	**2013**
	(Unaudited)	
Operating activities:		
Net loss	$ (7,285)	$ (2,008)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,326	144
Share-based compensation	2,595	462
Changes in operating assets and liabilities:		
Accounts receivable	(2,857)	—
Inventories	13	—
Accounts payable and accrued liabilities	2,366	(108)
Accrued payroll and employee compensation	62	
Deferred revenue	(313)	474
Other assets and liabilities, net	(1,471)	(275)
Net cash used in operating activities	(4,564)	(1,311)
Investing activities:		
Loan to related party	(7,750)	—
Purchase of fixed assets	(446)	(81)
Purchase of intangible assets	(4,012)	—
Purchase of intangible assets internally generated	(1,304)	(330)
Net cash used in investing activities	(13,512)	(411)
Financing activities:		
Proceeds from issuance of warrants	9,380	1,320
Cost of issuance of warrants	(868)	—
Proceeds from borrowings	5,000	—
Proceeds from exercised warrants	1,851	—
Proceeds from exercised options	120	—
Net cash provided by financing activities	15,483	1,468
Effect of exchange rate changes on cash	44	(30)
Net decrease in cash	(2,549)	(284)
Cash and cash equivalents, beginning of period	5,217	1,639
Cash and cash equivalents, end of period	$ 2,668	$ 1,355
Non-cash Investing and Financing Activities:		
Issuance of common shares for acquisition of intangible assets	$ 6,454	$ —
Contingent liability for the acquisition of intangible assets	$ 3,647	$ —
Issuance of common stock for settlement of liabilities	$ 544	$ —

See accompanying notes to condensed consolidated financial statements.

NOTE 1 — ORGANIZATION AND BUSINESS

Sphere 3D Corp. (the “Company”) was incorporated under the *Business Corporations Act (Ontario)* on May 2, 2007 as T.B. Mining Ventures Inc.

Sphere 3D Corp. is a technology development company focused on establishing its patent pending emulation and virtualization technology. Over the last three years, Sphere 3D has designed a proprietary platform, namely Glassware 2.0™, for the delivery of applications from a server-based computing architecture. Through the creation of Glassware 2.0, software is made available from a central location irrespective of the device that is accessing the software. The Company's products enable the integration of virtual applications and virtual desktops, and allows organizations to deploy a combination of public, private or hybrid cloud strategies.

The Company may have to raise additional capital to fund operations until such point that revenues from products and technology are able to fund operations. If the Company is not able to raise sufficient capital then there is the risk that the Company will not be able to realize the value of its assets and discharge its liabilities.

Merger Agreement

On May 15, 2014, the Company entered into a definitive merger agreement (the “Merger Agreement”) with Overland Storage, Inc. (“Overland”), pursuant to which Overland and a wholly-owned subsidiary of Sphere 3D would combine (the “Transaction”). After completion of the Transaction, it is expected that current holders of Overland securities will own approximately 28.8% of Sphere 3D, on a fully diluted basis, as a result of their exchange of securities in the Transaction.

Under the terms of the Merger Agreement, the Company issued a total of 9,443,882 common shares (“Common Shares”) on closing, subject to adjustment, for all of the outstanding share capital of Overland (“Overland Shares”) on the basis of one Overland Share for 0.510594 Common Shares of Sphere 3D (the “Exchange Ratio”). In addition, Sphere 3D issued 1,467,906 warrants, 143,325 options and 505,321 restricted share units, or equivalents, in exchange for the outstanding convertible securities of Overland, calculated on the basis of the Exchange Ratio.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements of the Company have been prepared by management in accordance with accounting principles generally accepted in the United States of America (“GAAP”), applied on a basis consistent for all periods. These consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly owned. All intercompany balances and transactions have been appropriately eliminated on consolidation.

Reclassifications

Certain prior year amounts have been reclassified to conform to the 2014 presentation.

Use of Estimates

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of provisions for litigation claims, deferred revenue, allowance for doubtful receivables, inventory valuation, warranty provisions, deferred income taxes, impairment assessments of property and equipment, intangible assets and goodwill. Actual results could differ from these estimates.

Foreign currency translation

The Company uses the U.S. dollar as its reporting currency and Canadian dollar for its functional currency. Exchange gains or losses are included as part of other comprehensive income for the period and accumulated other comprehensive loss as part of shareholders’ deficit.

Fair Value of Financial Instruments

The authoritative guidance for fair value measurements establishes a three tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Our financial instruments include cash equivalents, accounts receivable, prepaid expenses, accounts payable, accrued expenses and long-term debt. Fair value estimates of these instruments are made at a specific point in time, based on relevant market information. These estimates may be subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. The carrying amount of cash equivalents, accounts receivable, prepaid expenses, accounts payable and accrued expenses are generally considered to be representative of their respective fair values because of the short-term nature of those instruments. Further, based on the borrowing rates currently available to us for loans with similar terms, we believe the fair value of long-term debt approximates its carrying value.

Intangible Assets

Intangible assets acquired in a non-monetary exchange, the estimated fair values of the assets transferred (or the estimated fair values of the assets received, if more clearly evident) are used to establish their recorded values. Valuation techniques consistent with the market approach, income approach and/or cost approach are used to measure fair value.

Purchased intangible assets are amortized on a straight-line basis over their economic lives of four to nine years for developed technology, and eight years for capitalized development costs as we believe this method most closely reflects the pattern in which the economic benefits of the assets will be consumed. When the carrying value is not considered recoverable, an impairment loss for the amount by which the carrying value of an intangible asset exceeds its fair value is recognized, with an offsetting reduction in the carrying value of the related intangible asset. If our future results are significantly different from forecast, we may be required to further evaluate intangible assets for recoverability and such analysis could result in an impairment charge in a future period.

Impairment of Other Indefinite-Lived Intangible Assets and Long-Lived Assets

Other indefinite-lived assets are tested for impairment on an annual basis at December 31, or more frequently if we believe indicators of impairment exist. Triggering events for impairment reviews may be indicators such as adverse industry or economic trends, restructuring actions, lower projections of profitability, or a sustained decline in our market capitalization. Other indefinite-lived intangible assets are quantitatively assessed for impairment, if necessary, by comparing their estimated fair values to their carrying values. If the carrying value exceeds the fair value, the difference is recorded as an impairment.

Long-lived assets, such as property and equipment and intangible assets subject to amortization, are reviewed for recoverability whenever events or changes in circumstances indicate the carrying value may not be recoverable. Our consideration includes, but is not limited to, (i) significant under-performance relative to historical or projected future operating results; (ii) significant changes in the manner of use of the assets or the strategy for the Company's overall business; (iii) significant decrease in the market value of the assets; and (iv) significant negative industry or economic trends.

When the carrying value is not considered recoverable, an impairment loss for the amount by which the carrying value of a long-lived asset exceeds its fair value is recognized, with an offsetting reduction in the carrying value of the related asset.

Revenue Recognition

Revenue from sales of products is recognized when persuasive evidence of an arrangement exists, the price is fixed or determinable, collectability is reasonably assured and delivery has occurred. Under this policy, revenue on direct product sales, excluding sales to distributors, is recognized upon shipment of products to customers. These customers are not entitled to any specific right of return or price protection, except for any defective product that may be returned under our standard product warranty.

Generally, title and risk of loss transfer to the customer when the product leaves the Company's dock. Product sales to distribution customers are subject to certain rights of return, stock rotation privileges and price protection. Because we are unable to estimate its exposure for returned product or price adjustments, revenue from shipments to these customers is not recognized until the related products are in turn sold to the ultimate customer by the distributor. For products for which software is more than an incidental component, we recognize revenue in accordance with current authoritative guidance for software revenue recognition.

Research and Development Costs

Research and development expenses include payroll, employee benefits, stock-based compensation expense, and other headcount-related expenses associated with product development. Research and development expenses also include third-party development and programming costs, localization costs incurred to translate software for international markets, and the amortization of purchased software code and services content. Such costs related to software development are included in research and development expense until the point that technological feasibility is reached, which for our software products, is generally shortly before the products are released to manufacturing. Once technological feasibility is reached, such costs are capitalized and amortized to cost of revenue over the estimated lives of the products. During the nine months ended September 30, 2014 and 2013, $1.6 million and $0.3 million, respectively, of development costs were capitalized.

Share-based Compensation

We account for share-based awards, and similar equity instruments, granted to employees and non-employee directors under the fair value method. Share-based compensation award types include stock options. We use the Black-Scholes option pricing model to estimate the fair value of its option awards on the measurement date, which generally is the date of grant. The cost is recognized over the requisite service period (usually the vesting period) for the estimated number of instruments for which service is expected to be rendered.

Compensation expense associated with options with graded vesting is recognized pursuant to an accelerated method. Compensation expense associated with restricted stock is recognized over the vesting period using the straight-line method. We have not recognized, and do not expect to recognize in the near future, any tax benefit related to share-based compensation cost as a result of the full valuation allowance of our net deferred tax assets and its net operating loss carryforwards.

Recently Issued Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB that are adopted by the Company as of the specified effective date. If not discussed, the Company believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's consolidated financial statements upon adoption.

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements — Going Concern.* ASU 2014-15 provides that in connection with preparing financial statements for each annual and interim reporting period, an entity's management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued when applicable). ASU 2014-15 will be effective for the annual reporting period ending after December 15, 2016, and for annual and interim periods thereafter. Early application is permitted. The impact on our financial condition, results of operations and cash flows as a result of the adoption of ASU 2014-15 has not yet been determined.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers.* ASU 2014-09 outlines a single comprehensive model for accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. ASU 2014-09 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 will be effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. The impact on our financial condition, results of operations and cash flows as a result of the adoption of ASU 2014-09 has not yet been determined.

In July 2013, the FASB, issued ASU No. 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. ASU No. 2013-11 provides that an entity is required present an unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements as a reduction to deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. If a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. ASU No. 2013-is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of guidance affected presentation only and, therefore, did not have a material impact on the Company's consolidated financial results

NOTE 3 — INTANGIBLE ASSETS

The following table summarizes purchased intangible assets (in thousands):

	September 30, 2014	December 31, 2013
Developed technology	$ 14,384	$ —
Capitalized development costs	3,192	1,670
	17,576	1,670
Accumulated amortization		
Developed technology	(1,837)	—
Capitalized development costs	(328)	(24)
Total intangible assets, net	$ 15,411	$ 1,646

Amortization expense of intangible assets was $1.0 million and $1,000 during the three months ended September 30, 2014 and 2013, respectively. Amortization expense of intangible assets was $2.1 million and $3,000 during the nine months ended September 30, 2014 and 2013, respectively. Estimated amortization expense for intangible assets is approximately $0.8 million for the remainder of fiscal 2014 and $4.3 million, $4.2 million, $4.2 million, $1.3 million and $0.4 million in fiscal 2015, 2016, 2017, 2018 and 2019, respectively.

Asset Purchase

On March 21, 2014, the Company closed an Asset Purchase Agreement to acquire Virtual Desktop Implementation ("VDI") technology of V3 Systems, Inc. On closing, the purchase price for the acquired assets of V3 Systems was $14.4 million, which was paid by way of cash in the amount of $4.2 million and by the issuance of 1,089,867 common shares at $5.92. In addition, the Company may pay an earn-out, based on the achievement of certain milestones in revenue and gross margin related to the VDI technology, of up to an additional $5.0 million. The estimated earn-out liability was $3.6 million as of March 21, 2014. The earn-out is based on a sliding scale of revenue of up to $12.5 million from the VDI technology (subject to minimum margin realization), which will be payable at the discretion of Sphere 3D in cash or common shares (up to a maximum of 1,051,414 common shares) to be priced at a 20-day weighted average price calculated at the time(s) the earn-out is realized. The earn-out period expires on June 21, 2015.

The identified intangible assets as of the date of the purchase agreement consisted of $14.4 million of developed technology with a useful life of four years.

NOTE 4 — DEBT

Convertible Notes - Related Party

In March 2014, the Company issued a senior secured convertible debenture for $5.0 million. Simple interest is payable, in cash or stock, at the Company’s discretion, semi-annually at an annual rate of 8%. The note is convertible into common shares of the Company, at any time, at the option of the holders, at a conversion rate of $7.50 per share, with a maturity date of March 21, 2018.

The Company has the option to pay accrued and outstanding interest either entirely in cash or shares of common stock. If the Company choses to pay the interest in common stock, the calculation is based upon the number of shares of common stock that may be issued as payment of interest on the debenture and will be determined by dividing the amount of interest due by current market price as defined in the debenture agreement, which is the weighted average price per common share for the last 10 days on which the common shares traded, ending on the day before such date, on the exchange. Interest expense was $0.1 million and $0.2 million for the three and nine months ended September 30, 2014.

The debenture contains customary covenants, including covenants that limit or restrict the Company's ability to incur liens, incur indebtedness, or make certain restricted payments. Upon the occurrence of an event of default under the debenture, the holder may declare all amounts outstanding to be immediately due and payable. The debenture specifies a number of events of default (some of which are subject to applicable grace or cure periods), including, among other things, non-payment defaults, covenant defaults, cross-defaults to other materials indebtedness, bankruptcy and insolvency defaults and material judgment defaults. As of September 30, 2014, the Company was in compliance with all covenants of the debenture.

NOTE 5 — SHARE CAPITAL

Issued and Outstanding

The Company had the following share capital issuance activity (in thousands):

Shares outstanding	Number of Shares	Value
Balance, December 31, 2013	21,098	$ 14,407
Issuance of common shares on acquisition of intangible assets	1,090	6,454
Issued on exercise of warrants	1,195	1,851
Issued on exercise of options	196	120
Issued for share-based payment of liabilities	64	544
Balance, September 30, 2014	23,643	$ 23,376

Warrants Financing Agreement

The Company has entered into an agreement with a syndicate of investment dealers led by Cormark Securities Inc., and including Jacob Securities Inc. and Paradigm Capital Inc. (collectively, the “Underwriters”) pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, 1,176,500 special warrants of the Company (“Special Warrants”) at a price of $8.10 per Special Warrants (the “Issue Price”), resulting in gross proceeds of $9.5 million to the Company (the “Offering”). Each Special Warrant is exercisable into one unit of the Company (a “Unit”) with each Unit being comprised of one Common Share of the Company and one-half of a Common Share purchase warrant of the Company (a “Warrant”). Each whole Warrant is exercisable at an exercise price of $10.95 for a period of two years from the closing date.

The Company was informed by the Ontario Security Commission ("OSC") that, due to the fact that (i) the short form prospectus, issued in connection to the Special Warrants, is the first prospectus filing by the Company post-Qualifying Transaction, and (ii) the materiality of the transaction with Overland, the OSC has taken the position that it will be reviewed under the long-form prospectus timing guidelines, as such, the Company was unable to file the final Prospectus by July 31, 2014, meaning that the Special Warrants will be convertible to 1.05 units per Special Warrant upon the filing of the final Prospectus creating 1,235,325 Special warrants.

The Underwriters will have the option (the "Underwriters' Option") to arrange for the purchase of up to an additional 15% of Special Warrants (being up to 176,475 Special Warrants) sold under the Offering at the Issue Price. The Underwriters' Option shall be exercisable, in whole or in part, until the time of closing. The Underwriters shall be entitled to the same commission provided for below in respect of any Special Warrants issued and sold upon exercise of the Underwriters' Option. The Underwriters are entitled to receive a cash commission equal to 6% of the gross proceeds of the Offering. The Company will also reimburse the Underwriters for reasonable fees and expenses incurred in connection with the Offering.

NOTE 6 — NET LOSS PER SHARE

Basic net loss per share is computed by dividing net loss applicable to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Dilutive common stock equivalents are comprised of options granted under the Company's stock option plan, common stock purchase warrants, and convertible notes. For all periods presented, there is no difference in the number of shares used to calculate basic and diluted shares outstanding due to the Company's net loss position.

Anti-dilutive common stock equivalents excluded from the computation of diluted net loss per share were as follows (in thousands):

	Nine Months Ended September 30,	
	2014	2013
Options outstanding	3,345	2,880
Common stock purchase warrants	1,383	3,020
Convertible notes	667	—
Convertible notes interest	201	—
VDI earn-out liability	1,051	—

NOTE 7 — SHARE-BASED COMPENSATION

Share-Based Compensation Expense

The Company recorded the following compensation expense related to its share-based compensation awards (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Sales and marketing	$ 364	$ —	$ 812	$ —
General and administrative	428	417	1,783	462
	$ 792	$ 417	$ 2,595	$ 462

There was $78,000 and $329,000 of share-based compensation capitalized as development costs for the three and nine months ended September 30, 2014, respectively. There was $16,000 of share-based compensation capitalized as development costs for the three and nine months ended September 30, 2013.

NOTE 8 — RELATED PARTY

In July 2013, the Company entered into a supply agreement, and a technology license agreement, with Overland. As consideration for the transactions contemplated by the technology license agreement, the Company received $250,000 in cash and shares of common stock with a value at the time of issuance of approximately $250,000. As payments under the supply agreement, Sphere 3D issued common shares with a value as of the date of issuance equal to approximately $0.5 million to Overland during each of the nine months ended September 30, 2014 and 2013.

In September 2014, the Company entered into a commercial relationship with a third party customer to sell a license to its Glassware product. The customer required that the Glassware product be provided through one of its preapproved distribution partners. The Company did not have a relationship with such distribution partner and in order to facilitate such transaction on a timely basis, Sphere 3D and Overland agreed that Overland would purchase the Glassware product from Sphere 3D and resell it to the distribution partner, with whom Overland had a preexisting relationship.

In connection with the July 2013 Overland transaction, Eric Kelly, formerly Overland's President and Chief Executive Officer, was appointed chairman of the board of directors of Sphere 3D. Mr. Kelly was also awarded an option to purchase up to 850,000 shares of common stock of Sphere 3D with an exercise price of approximately $0.63.

The Company recognized $0.5 million and zero in revenue related to the agreements during the three months ended September 30, 2014 and 2013, respectively. The Company recognized $0.8 million and zero in revenue related to the agreements during the nine months ended September 30, 2014 and 2013, respectively. The Company made purchases of $0.6 million and zero from Overland related to the supply agreement during the three months ended September 30, 2014 and 2013, respectively. The Company made purchases of $1.3 million and zero from Overland related to the supply agreement during the nine months ended September 30, 2014 and 2013, respectively. Amounts included in accounts receivable, other current assets and accounts payable under these agreements was $0.3 million, $0.5 million and $0.3 million as of September 30, 2014. Amounts included in other current assets and accounts payable under these agreements was $0.4 million and $0.1 million as of December 31, 2013.

On May 15, 2013, the Company entered into an agreement to loan Overland $5.0 million to support its working capital requirements, which was amended and restated on September 8, 2014 to increase the principal amount under the note to the greater of the amount actually loaned to Overland and $10 million. The loan bears interest at the published prime rate (as defined in the agreement) plus 2% per annum payable semi-annually in arrears on November 15 and May 15 of each year. The loan is secured by a Promissory Note, repayable on May 15, 2018, and a security agreement, dated May 15, 2014, providing subordinated collateral security over Overland’s inventory and holdings of common shares of Sphere 3D. The Company recognized $0.1 million in interest income from a promissory note from Overland during the three and nine months ended September 30, 2014. Amounts included in other current assets for interest receivable were $0.1 million at September 30, 2014.

Legal services of 0.1 million and $42,000 were provided by a legal firm affiliated with a director of the Company during the three months ended September 30, 2014 and 2013, respectively. Legal services of 0.3 million and $0.1 million were provided by a legal firm affiliated with a director of the Company during the nine months ended September 30, 2014 and 2013, respectively. As of September 30, 2014 and December 31, 2013, accounts payable included $0.2 million, for each period, due to related parties.

NOTE 9 — COMMITMENTS AND CONTINGENCIES

Litigation

From time to time, the Company may be involved in various lawsuits, legal proceedings, or claims that arise in the ordinary course of business. Management does not believe any legal proceedings or claims pending at September 30, 2014 will have, individually or in the aggregate, a material adverse effect on its business, liquidity, financial position, or results of operations. Litigation, however, is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm the Company's business.

Proposed Merger

In May 2014, the Company announced that it had signed an agreement and plan of merger by and among the Company and Sphere 3D. Since the merger was announced, four separate putative shareholder class action lawsuits were filed against the Company, all of its directors, and Sphere 3D in the California Superior Court in and for the County of San Diego. Three of the lawsuits also named Cyrus Capital Partners, the majority shareholder of the Company, as a defendant. On June 25, 2014, the Superior Court entered an order providing for the consolidation of all cases relating to the Company's decision to enter into the merger agreement with Sphere 3D. These cases have been consolidated before a single judge and are referred to as *In re Overland Storage Inc., Shareholders Litigation*, Lead Case No. 37-2014-00016017-CU-SL-CTL. On July 30, 2014, the plaintiffs filed their consolidated amended complaint. The lawsuit alleges breaches of fiduciary duties and conflicts of interest against the Company's directors relating to the merger process, the terms of the merger agreement, and the consideration to be received by Company shareholders under the terms of the merger agreement. The lawsuit alleges that the other defendants aided and abetted the purported breaches of fiduciary duties by the Company's directors. The relief sought includes an injunction prohibiting the consummation of the proposed merger, rescission of the merger to the extent already implemented or rescissory damages, damages, and an award of attorneys' fees and costs.

On October 13, 2014, the plaintiffs and the Company Defendants entered into a memorandum of understanding (the “Memorandum of Understanding”) to settle the Consolidated Action and Merger Actions. The Memorandum of Understanding provides, among other things, that additional disclosures would be made concerning the analysis performed by the Company’s financial advisor relating to the proposed merger, the Company’s management projections, and the circumstances leading up to the proposed merger.

While the Company believes that the lawsuits are without merit, and the Company specifically denies the allegations made in the lawsuits and maintains that it and the other defendants committed no wrongdoing whatsoever, to permit the timely consummation of the proposed merger, and without admitting the validity of any allegations made in the lawsuits, the Company concluded that it is desirable that the Consolidated Action and Merger Actions be resolved. The proposed settlement of the Consolidated Action and Merger Actions, which is subject to confirmatory discovery and court approval, provides for the release of all claims against the defendants relating to the proposed merger and the allegations in the Consolidated Action and Merger Actions. There can be no assurance that the settlement will be finalized or that the Superior Court will approve the settlement.

NOTE 10 — SUBSEQUENT EVENTS

On October 6, 2014, the Company issued 1,235,325 common shares of the Company and 617,663 common share purchase warrants of the Company upon exercise of 1,176,500 special warrants. Each common share purchase warrant is exercisable at an exercise price of $9.89 per share for a period of two years from June 5, 2014.

On October 14, 2014, the Company and Overland executed an amendment to the Agreement and Plan of Merger Agreement dated May 15, 2014 (the "Merger Agreement") to reduce the exchange ratio from 0.510594 common shares of the Company for each share of Overland common stock to 0.46385 common shares of the Company for each share of Overland common stock.

On October 17, 2014, the Company received a partial repayment of the related party promissory note in the amount of $2.5 million. Under the terms of the repayment, the Company has committed to convert an equivalent amount of debt held by Overland into common shares of the Company immediately following closing of the Merger Agreement. The debt will be converted into 333,333 shares of common stock of the Company, at a price of $7.50 per share.

On November 28, 2014, the Shareholders of Overland voted in favor of the Merger Agreement and, as such, the Company expects that the transaction will close the first week of December.

FORM 51-102F1

SPHERE 3D CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014

Sphere 3D Corp. is a virtualization technology solution provider. Sphere 3D's Glassware 2.0™ platform delivers virtualization of many 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 Converged Infrastructure.

This Management's Discussion and Analysis includes the financial results of the Company, its wholly-owned subsidiaries, V3 Systems Holding, Inc., which was incorporated in the State of Delaware on January 14, 2014, S3D Acquisition Company, which was incorporated in the State of California on May 14, 2014, Sphere 3D Inc., which was incorporated under the Canada Business Corporation Act on October 20, 2009, and its wholly owned subsidiary, Frostcat Technologies Inc., which was incorporated under the Business Corporations Act (Ontario) on February 13, 2012.

The Company was incorporated under the *Business Corporations Act (Ontario)* on May 2, 2007 and is listed on the NASDAQ exchange under the trading symbol "ANY". The Company has its main and registered office at 240 Matheson Blvd. East, Mississauga, Ontario, L4Z 1X1.

ADVISORY

Sphere 3D Corp. ("Sphere 3D") adopted accounting principles generally accepted in the United States of America ("U.S. GAAP") commencing with the annual financial statements for the year ended December 31, 2014, which are available under Sphere 3D's profile on the SEDAR website at www.sedar.com <http://www.sedar.com> and on the EDGAR website at www.sec.gov<http://www.sec.gov>.

As a result of Sphere 3D adopting U.S. GAAP, Canadian securities regulations require that the Company refile its 2014 interim financial statements and notes thereto under U.S. GAAP, together with accompanying management's discussion and analysis and related certifications. The previously filed interim financial statements and accompanying management's discussion and analysis, as well as the previously filed annual audited consolidated financial statements as at and for the year ended December 31, 2013 and accompanying management's discussion and analysis, are available under Sphere 3D's profile on the SEDAR website at www.sedar.com<http://www.sedar.com> and on the EDGAR website at www.sec.gov<http://www.sec.gov>.

This Management's Discussion and Analysis ("MD&A") comments on the financial condition and operations of Sphere 3D Corp. ("Sphere 3D" or the "Company"), for the three and nine months ended September 30, 2014 and updates our MD&A for fiscal 2013. The information contained herein should be read in conjunction with the Consolidated Financial Statements and Auditor's Report for fiscal 2013 and the unaudited Condensed Consolidated Financial Statements for the three and nine months ended September 30, 2014.

The Company prepares its interim consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). All financial information contained in this MD&A and in the unaudited consolidated interim financial statements has been prepared in accordance with US GAAP.

The quarterly unaudited consolidated financial statements and this MD&A have been reviewed by the Company's Audit Committee and approved by its Board of Directors.

FORWARD LOOKING INFORMATION

Certain statements in this MD&A constitute forward-looking statements that involve risks and uncertainties. Forward-looking statements, without limitation, may contain the words believes, expects, anticipates, estimates, intends, plans, or similar expressions. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions and Sphere 3D's actual results could differ materially from those anticipated. Forward looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. In the context of any forward-looking information please refer to risk factors detailed herein, as well as other information contained in the company's filings with Canadian securities regulators (www.sedar.com).

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com and on the Company's web-site at www.sphere3d.com.

GENERAL DEVELOPMENT OF THE BUSINESS

Sphere 3D is a technology company that delivers an application virtualization platform aimed at extending the life of software indefinitely. The Company's technology enhances the user experience of both legacy and current applications and empowers users to gain access to these applications from devices of their choosing.

Over the last five years, Sphere 3D has designed a proprietary platform, namely Glassware 2.0™, for the delivery of applications from a server-based computing architecture.

Through the creation of Glassware 2.0, software is made available from a central location irrespective of the device that is accessing the software. Legacy software can be run using Glassware 2.0 even if the operating system and the machine upon which it is run on is no longer sold or supported. Software publishers who invest millions of dollars to write software code can be assured that their software can be utilized for as long as it is required. With Glassware 2.0, new software released by publishers will be driven by new feature sets rather than the next release of the original OS upon which the software was written.

The Company has taken a unique approach in that it has built its technology platform without the use of a hypervisor and instead has designed its own microvisor. This required the Company to design Glassware 2.0 without resorting to layers of OS programming code. With the removal of the OS, Glassware 2.0 did not connect to hardware so additional code was written to access that hardware directly. Glassware 2.0 has a series of different emulators within its design so that any device can access a wide array of applications that sit on top of Glassware 2.0. This process is fundamentally different from other software that approximates the feature sets which management believes results in a quantum leap in functionality and a significant decrease in cost.

One of the additional benefits of this approach is the ability to deliver multiple application sessions on either a single server or through clusters of servers without the requirement to deliver complete VDI. Through Glassware 2.0™, the process for “porting” and “publishing” applications is streamlined to the point that it is practically automated, requiring very little administration input.

The Company’s technology eliminates the complexity associated with planning, implementation, licensing and support of virtualization and Cloud migration while expanding the ecosystem of applications available to users. Additionally, Glassware 2.0™ architecture and unique “application only” virtualization, coupled with complementary VDI technology of V3 Systems (as described below), enables the Company and its partners to deliver flexibility within the industry and a wide array of deployment options.

Since inception, the Company has invested the majority of its capital in the design, development and testing of its technology, with the majority of employees and financial resources allocated to such functions. In 2013, the Company started to transition its focus from entirely a research and design organization to a commercial enterprise, through an increased investment in sales and marketing resources. In 2014 the company successfully started to generate revenue from the sale of its products.

New Product Introductions

The third quarter has further increased the Company’s product and solutions offerings with:

- the launch of Sphere 3D’s “V3” Hyper-Converged solution within Overland’s data management and protection product lines to addressed the Converged Infrastructure solutions market;

- The introduction of a Glassware 2.0 solution to power Chromebooks and other end points within the education market;

- the beta launch of the 2.5 update to Sphere 3D’s Desktop Cloud Orchestrator ™ (DCO) software.

  DCO v2.5 brings a new level of Optimized Desktop Allocation to the table, allowing virtual desktops to intelligently access additional resources, including 3D GPU or allocations of CPU and RAM. Based on policy, DCO v2.5 provides migratory access to virtual desktops which provide enhanced resources on a temporary basis and on demand.

Continued Innovation

Sphere 3D continues on its quest to redefine the boundaries of hardware through its “software defined everything” approach to computing. DLA Piper, on behalf of the Company, filed a provisional patent for the first microvisor runtime environment available on a chip. The latest IP creation is a culmination of years of miniaturization work with the intent of making Glassware 2.0 completely portable and available offline.

Glassware 2.0 has seen its architecture streamlined and gain efficiency continuously since the first iteration that required 8 individual hardware servers in 2010, to its current production state of availability on a single appliance.

The most recent progress of the Glassware 2.0 single chip architecture allowed Sphere 3D to showcase Glassware 2.0 ***server*** technology running on a single laptop for attendees at BriForum in London England, and Boston, as well as at VM World in San Francisco.

Corporate Highlights

Merger Agreement with Overland

On May 16th, 2014, the Company announced that it had entered into a definitive agreement to acquire Overland Storage, Inc. (NASDAQ:OVRL). Overland is a trusted global provider of unified data management and data protection solutions designed to enable small and medium enterprises, distributed enterprises, and small and medium businesses to anticipate and respond to data storage requirements.

Overland provides an integrated range of technologies and services for primary, nearline, offline, and archival data storage, and makes it easy and cost effective to manage different tiers of information over time, whether distributed data is across the hall or across the globe.

Overland SnapServer, RDX removable disk-based technology, SnapScale, SnapServer, SnapSAN, NEO Series and REO Series solutions are available through a channel of over 17,000 resellers, multiple distributers and OEMs in over 70 countries.

On November 28th, 2014, over 99% of Overland Shareholders, who voted at a special meeting of shareholders held in San Jose California, approved the merger with Sphere 3D. It is anticipated the transaction will close the first week of December 2014.

Filing of SEC Form 40-F and F-4

On June 27, 2014, Sphere 3D announced that is has filed with the SEC a registration statement on Form 40-F to register the Common Shares under Section 12 of the U.S. *Securities and Exchange Act of 1934*, as amended. The Form 40-F entitles eligible Canadian issuers to register securities with the SEC pursuant to Section 12 of the U.S. *Securities Exchange Act of 1934*.

On July 23, 2014, Sphere 3D filed a registration statement, on form F-4, which serves as the proxy statement/prospectus for the acquisition of Overland Storage Inc. On November 7, 2014, the SEC issued its notice of effectiveness for the registration statement, as amended.

Future Developments

Sphere 3D intends to continue to build its organization with a focus on revenue generation, marketing and a continuation of its aggressive technology innovation cycle.

Upon completion of the merger with Overland Storage, the Company will have completed the assembly of an end to end technology stack for business of all sizes:

To support its marketing strategy, Sphere 3D intends to continue to increase its service delivery capacity within the scalable model it has already established, and add selective technology functionality to its platform to enhance specific vertical and/or client offerings.

With the announcement of the Merger Agreement, Sphere 3D and Overland have accelerated their efforts to develop an integrated application virtualization and data storage platform, as well as Converged Infrastructure solutions. It is expected that the combined businesses will accelerate Sphere 3D's go to market strategy and allow it to leverage Overland's robust third party reseller and OEM distribution model.

DESCRIPTION OF THE BUSINESS

All of the Company's product development, sales, and marketing operations were conducted from its offices in Mississauga, Ontario, Canada, and since the first quarter of 2014, from various sales offices in the United States.

Market Overview

The market for the Company's products and services has experienced strong demand and management anticipates that such demand will continue for the foreseeable future.

According to IHS Technology, enterprise businesses moving their IT services, applications and infrastructure to cloud-based architecture will cause market revenue in this segment to surge by a factor of three from 2011 to 2017.[1]

[1] IHS: Cloud- Related Spending by Businesses to Triple from 2011 to 2017 – February 4, 2014.

IHS reports "Global business spending for infrastructure and services related to the cloud will reach an estimated $174.2 billion (in 2014), up a hefty 20 percent from $145.2 billion in 2013. By 2017, enterprise spending on the cloud will amount to a projected $235.1 billion, triple the $78.2 billion in 2011.

Within the Cloud market, IDC is predicting that the cloud software market will surpass $75 billion by 2017 attaining a five year compound annual growth rate of 22% in the forecast period[2] and according to Gartner, SaaS and cloud-based business application services revenue will grow from $13.5 billion in 2011 to $32.8 billion in 2016, at a compound annual growth rate of 19.5% .[3]

Wikibon's research projects rapid market growth for Converged Infrastructure, expecting the total available market to reach $402 billion by 2017 of which $217 billion is comprised of Server, Storage, Networking and Infrastructure Software.

Additional research from IDC anticipates the overall spending on converged systems in the data center to grow at a compound annual growth rate (CAGR) of 54.7 percent, from $2.0 billion in 2011 to $17.8 billion in 2016 and that converged infrastructure will account for 12.8 percent of total storage, server, networking and software spending by 2016, up from only 3.9 percent in 2012.

Over the next 12 months, two additional significant trends are expected to benefit the Company: (i) within the next 12 months more than 50% of enterprises will prioritize building private internal Clouds (currently, the common approach that companies are using is by purchasing commercial software),[4] and (ii) Cloud applications will account for 90% of total mobile data traffic by 2018 while Mobile cloud traffic will grow 12-fold from 2013 to 2018, attaining a compound annual growth rate of 64%.[5]

Sales and Marketing

The Company intends to focus the majority of sales efforts through an indirect sales channel in order to achieve the greatest possible impact with the least possible start-up costs. This indirect channel includes licensees, resellers, ISVs, OEMs and systems integrators. The Company has access through Overland to a global base of distributers, resellers, ISVs and OEMs.

The Company's software is delivered through both a SaaS model, with maintenance to end-user customers included and under a perpetual license; if software is sold as a perpetual license, the Company will require end-user customers to purchase maintenance contracts when they purchase software.

In establishing prices for the Company's products, the Company considers the value of the products and solutions in comparison to other industry virtualization and hardware solutions and strives to deliver the lowest total cost of ownership where possible.

Competitive Conditions

Management believes that many of Sphere 3D's proprietary technologies have designs and architectures that are unique and innovative. While some of our competitors appear to have similar product offerings, management believes that Sphere 3D's products represent a significant advance in terms of functionality and usability.

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[2] IDC infographic sponsored by Cisco.

[3] Gartner Forecast Analysis: Enterprise Application Software, Worldwide, 2011-2016, 4Q12 Update, January 2013.

[4] The Forrester Wave™: Private Cloud Solutions, Q4 2013 by Lauren E. Nelson, November 25, 2013.

[5] Cisco Visual Networking Index: Global Mobile Data Traffic Forecast Update, 2013–2018. Source: FORBES, Roundup of Cloud Computing Forecasts And Market Estimates, 2014.

Proprietary Protection

Sphere 3D has designed and maintains its virtualization platform, converged infrastructure technology, and related software. The Company will be relying on a combination of patents, trademarks, trade secret and copyright laws, as well as contractual restrictions, to protect the proprietary aspects of its products and services. Although every effort is made to protect Sphere 3D's intellectual property, these legal protections may only afford limited protection. Sphere 3D intends to continue to selectively pursue patenting of further technology developed in the future.

Sphere 3D may continue to file for patents regarding aspects of its platform, services and delivery method at a later date depending on the costs and timing associated with such filings. The Company may make investments to further strengthen its copyright protection going forward, although no assurances can be given that it will be successful in such patent and trademark protection endeavours. Sphere 3D seeks to limit disclosure of its intellectual property by requiring employees, consultants, and partners with access to its proprietary platform and information to execute confidentiality agreements and non-competition agreements and by restricting access to Sphere 3D proprietary information. Due to rapid technological change, Sphere 3D believes that factors such as the expertise and technological and creative skills of our personnel, new services and enhancements to our existing services are more important to establish and maintain an industry and technology advantage than other available legal protections.

Despite Sphere 3D's efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of its services or to obtain and use information that Sphere 3D regards as proprietary. The laws of many countries do not protect proprietary rights to the same extent as the laws of the United States or Canada. Litigation may be necessary in the future to enforce Sphere 3D's intellectual property rights, to protect Sphere 3D's trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement. Any such litigation could result in substantial costs and diversion of resources and could have a material adverse effect on Sphere 3D's business, operating results and financial condition. There can be no assurance that Sphere 3D's means of protecting its proprietary rights will be adequate or that our competitors will not independently develop similar services or products. Any failure by Sphere 3D to adequately protect its intellectual property could have a material adverse effect on its business, operating results and financial condition.

SEGEMENTED INFORMATION

The Company's product development, sales, and marketing operations are conducted from its offices in North America. The Company's operations focus on one market segment, Cloud Computing and Virtualization, including the development, and sale of Sphere 3D's "Glassware 2.0™" virtualization platform, the V3 Desktop Cloud Orchestrator ™ management software and Hyper-Converged Infrastructure.

SELECTED CONSOLIDATED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Periods Ended September 30, 2014 and 2013

Adjusted EBITDA

The following table reconciles Adjusted EBITDA to Net profit (loss). This information is taken from and should be read in conjunction with Sphere 3D's financial statements and related notes:

In thousands (except per share)	Three Months ended September 30, 2014 (unaudited)	Three Months ended September 30, 2013 (unaudited)	Nine Months ended September 30, 2014 (unaudited)	Nine Months ended September 30, 2013 (unaudited)
Revenue	$ 1,484	$ -	$ 4,002	$ -
Cost of Sales	933	-	2,228	-
Gross Profit	551	-	1,774	-
Gross margin percent	37.1%	-	44.3%	-
Net loss for the period	(3,456)	(817)	(7,285)	(2,008)
Loss per share	$ (0.15)	$ (0.05)	$ (0.32)	$ (0.12)
Add back				
Stock based compensation	792	417	2,595	462
Amortization of intangibles	1,038	1	2,141	3
Amortization of property and equipment	56	48	185	141
Financial expenses	(29)	26	109	26
Merger agreement costs	532	-	854	-
Total	2,389	492	5,884	632
Adjusted EBIDA	$ (1,067)	$ (325)	$ (1,401)	$ (1,376)

Adjusted EBITDA

The term Adjusted EBITDA refers to Profit before deducting share-based payment expense, finance expense, foreign exchange gain (loss), non-cash loss (gain) on fair market value of financial instruments, depreciation and income taxes. We believe that Adjusted EBITDA provides useful supplemental information as an indication of the results generated by the Company's main business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration share-based payment expense and the other items listed above. Accordingly, we believe that these measures may also be useful to investors in enhancing their understanding of the Company's operating performance.

AS AT (in thousands)		September 30 2014 (unaudited)		December 31 2013 (audited)
Current assets	$	7,291	$	6,427
Non-current assets		23,692		1,934
Total assets	$	30,983	$	8,361
Current liabilities	$	6,106	$	924
Non-current liabilities		5,095		-
Total liabilities	$	11,201	$	924
Total equity	$	19,782	$	7,437

Sphere 3D has not declared any dividends since its incorporation. Sphere 3D does not anticipate paying cash dividends in the foreseeable future on its Sphere 3D Shares, but intends to retain future earnings to finance internal growth, acquisitions and development of its business. Any future determination to pay cash dividends will be at the discretion of the board of directors of Sphere 3D and will depend upon Sphere 3D's financial condition, results of operations, capital requirements and such other factors as the board of directors of Sphere 3D deems relevant.

Results of Operations (in thousands except per share information)

Revenue

The Company generates and analyzes sales from the following segments:

1. Hardware and Software Products. A suite of emulation products, which includes Sphere 3D's Glassware 2.0™ application virtualization platform products and its VDI appliances, including software that powers the Sphere 3D hardware and enables network operators to remotely control and monitor the appliances in their network. The Company also provides hardware and software from other companies (3rd Party Products) when required to complete an end-to-end network solution.

2. License fees – License fees include the charges for the right to use both Sphere 3D and 3rd Party Software products, as well as exclusivity and special use licenses.

3. Professional Services & Maintenance and Support. Professional services and support typically include installation, project management and training, as well as basic and extended warranty and online support. These services can be provided by Sphere 3D or by third party companies who work for Sphere 3D. Support

With first sales of the Company's Glassware 2.0 technology, V3 appliances and DCO software in the first quarter of 2014, the Company has moved from a development stage enterprise into full commercialization. This has provided revenue from hardware, software, licensing and service and support.

Revenue by Segment

The proportion of the total revenue attributable to each segment is outlined in the following table:

In thousands	Three Months ended September 30, 2014 (unaudited)	Three Months ended September 30, 2013 (unaudited)	Nine Months ended September 30, 2014 (unaudited)	Nine Months ended September 30, 2013 (unaudited)
Hardware and Software	$ 1,294	$ -	$ 3,033	$ -
License fees	25	-	570	-
Service and Support	165	-	399	-
Total	$ 1,484	$ -	$ 4,002	$ -

Hardware and Software revenue in the quarter increased by 7.1% over the second quarter of 2014, while total revenue declined 7.7% due to seasonality, a decline in license fees associated with the Overland Storage initial license fees and the launch of the V3 line of Converged Infrastructure through Overland in the first half of the quarter. Going forward the Company will be able to recognize 100% of the revenue derived through Overland on the sale of Hardware, Software and Services and Support.

The Company anticipates a continued growth in revenue as the Company continues its inroads in the Health, Education and Government sectors and broadens its product offering.

Cost of Goods Sold

Cost of goods sold for the three and nine months ended September 30, 2014 were $933,000 and $2,228,000, respectively, providing a gross margin of 37% and 44% respectively. Management expects that gross margins will fluctuate as it continues to introduce its products in various markets and takes an aggressive approach to pricing as part of its short term growth strategy.

Expenses

Salaries and consulting for the three and nine months ended September 30, 2014 were $816,000 and $1,366,000 respectively, compared to $141,000and $1,026,000, respectively, for the three and nine months ended September 30, 2013. The increase in expenses, was the result of the Company expanding its sales, marketing and support staff throughout fiscal 2013 and early 2014. The Company expects to add additional staff in sales, marketing and research & development during the remainder of fiscal 2014.

Stock based compensation for the three and nine months ended September 30, 2014 were $792,000 and $2,595,000 respectively, compared to $417,000 and $462,000, respectively, for the three and nine months ended September 30, 2013. The increase in expenses, was the result of the Company issuing stock options as part of its ongoing hiring and staff retention processes. Charges for Stock based compensation are based on Black Scholes calculations, which result in higher expenses as the market price and the exercise price on the option awards increase.

General and administrative expenses were $887,000 and $1,611,000, respectively, for the three and nine months ended September 30, 2014 compared to $183,000 and $503,000, respectively, for the three and nine months ended September 30, 2013. General and administrative expenses increased significantly in the third quarter of 2014 as the Company accelerated it roll-out of new products and added a sales and support office in the United States.

Amortization of intangibles was $1,038,000 and $2,141,000, respectively, for the three and nine months ended September 30, 2014 compared to $1,000 and $3,000 for the three and nine months ended September 30, 2013. Amortization of the acquired and developed technology commenced in the second quarter of 2014 and will continue through the expected useful life.

Amortization of property and equipment for the three and nine months ended September 30, 2014 were $56,000 and $185,000 respectively, compared to $48,000 and $141,000 for the three and nine months ended September 30, 2013. The Company expects to continue growing its capital asset base resulting in continued growth in amortization.

Financing (income)/expenses were $(29,000) and $109,000, respectively, for the three and nine months ended September 30, 2014 compared to $27,000 and $27,000 for the three and nine months ended September 30, 2013. Financing expenses included both realized and unrealized foreign exchange and holding gains along with interest costs and derivative liability costs related to the debenture financing entered into by the Company on March 21, 2014.

Merger agreement costs for the three and nine months ended September 30, 2014 were $532,000 and $854,000 respectively, compared to $Nil for the three and nine months ended September 30, 2013. The costs related to the announced plan of merger between a wholly owned subsidiary of the Company and Overland Storage, Inc. and include legal, accounting and other costs that are expensed.

The net loss for the three and nine months ended September 30, 2014 was $3,456,000 or $0.15 per share and $7,285,000 or $0.32 per share, respectively, compared with a net loss in the three and nine months ended September 30, 2013 of $817,000 or $0.05 per share and $2,008,000 or $0.12 per share, respectively. The increases in losses were mainly driven by non-cash or non-operating expenses incurred over the quarter. The Company expects to continue to have significant non-cash expenses going forward as recognizes the value of the acquired and developed technology.

Financial Position

Sphere 3D's cash position decreased during the nine months ended September 30, 2014 by $2,549,000 compared to a decrease of $284,000 for the nine months ended September 30, 2013.

Operating activities required cash of $4,564,000, after adjustments for non-cash items and changes in other working capital balances, compared to $1,311,000 during the nine months ended September 30, 2013. The increase in use was mainly related to an increase in net working capital assets as revenue increased.

Investing activities required cash of $13,512,000 during the nine months ended September 30, 2014 compared to $411,000 for the nine months ended September 30, 2013. The increase related to the acquisition and development of technology and intangible assets, the acquisition of property and equipment to support Sphere 3D’s ongoing development work and loans made to support Overland’s working capital requirements as the merger arrangement is completed.

Financing activities generated $15,483,000 during the nine months ended September 30, 2014 compared to $1,468,000 for the nine months ended September 30, 2013. Financing activities included the sale of special warrants in June 2014, which converted to 1,235,325 shares of common stock and 617,663 common share purchase warrants on October 6, 2014, the closing of the 4 year 8% debenture financing on March 21, 2014 and the ongoing exercise of options and warrants. The Company expects that it will continue to receive cash from warrant exercises through the remainder of the year.

Liquidity and Capital Resources

At September 30, 2014 and December 31, 2013, Sphere 3D had the following:

	September 30, 2014 $	December 31, 2013 $
Cash	2,668	5,217
Working Capital:		
Current assets	7,291	6,427
Current liabilities	(6,106)	(924)
Contingent earn-out[1]	3,647	-
Adjusted working capital	4,832	5,503

[1] The Contingent earn-out is payable in cash or shares at the discretion of the Company.

On October 17, 2014, the Company received a $2.5 million USD cash repayment of Promissory Notes outstanding from Overland Storage, Inc.

SUMMARY OF OUTSTANDING SHARES AND DILUTIVE INSTRUMENTS

The authorized capital of the Company consists of an unlimited number of common shares, of which 25,104,585 common shares were issued and outstanding as of the date of this MD&A.

Certain common shares of the Company are subject to escrow in accordance with TSXV policies. There are two separate escrow agreements in place which are subject to different rates of release. The following table summarizes the common shares that were issued by the Company and are subject to and held under each escrow and the dates of release therefrom:

	Surplus Share Escrow Number	%	Value Share Escrow Number	%	Total Number	%
Balance at December 21, 2012	4,655,000	100	4,306,253	100	8,961,253	100
Released - December 27, 2012[1]	232,750	5	430,625	10	663,375	7
Released - June 27, 2013	232,750	5	645,937	15	878,687	10
Released - December 27, 2013	465,500	10	645,937	15	1,111,437	13
Total subject to escrow at December 31, 2013	3,724,000	80	2,583,754	60	6,307,754	70
Released - June 27, 2014	465,500	10	645,937	15	1,111,437	13
Total subject to escrow at September 30, 2014	3,258,500	70	1,937,817	45	5,196,317	57
Future releases						
December 27, 2014	698,250	15	645,939	15	1,344,189	15
June 27, 2015	698,250	15	645,939	15	1,344,189	15
December 27, 2015	1,862,000	40	645,939	15	2,507,939	27
Total future releases	**3,258,500**	**70**	**1,937,817**	**45**	**5,196,317**	**57**

(1) Date of issuance of TSXV exchange bulletin announcing the commencement of trading of the Company's stock.

Escrowed shares are subject to release every six months from the date of the exchange bulletin, at the rate shown. Release rates can change if the Company were to move to the TSX Tier 1 Exchange. As well, if the operations or development of the Intellectual Property or the business are discontinued then the unreleased securities held in the QT Escrow will be cancelled.

The Company has warrants outstanding to purchase up to an aggregate of 1,825,155 common shares, at an average exercise price of $5.47.

The stock option plan (the "Option Plan") of the Company is administered by the Board of Directors, which is responsible for establishing the exercise price (at not less than the Discounted Market Price as defined in the policies of the TSX Venture Exchange) and the vesting and expiry provisions. The maximum number of common shares reserved for issuance for options that may be granted under the Option Plan is 20% of the number of common shares outstanding at the time of the record date for the last shareholders' meeting, or 4,625,000 Options. As of the date of this MD&A, Options granted under the Option Plan to purchase up to an aggregate of 3,295,000 common shares are issued and outstanding.

Assuming that all of the outstanding options and warrants are exercised, 30,224,740 common shares would be issued and outstanding on a fully diluted basis. In addition, upon closing of the Overland acquisition, the Company will be issuing 8,579,310 shares of common stock to existing Overland shareholders and warrants, stock options, RSU equivalents which could convert to an additional 1,922,785 shares of common stock.

Related Party Transactions

Related parties of the Company include the Company's key management personnel and independent directors.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise).

The compensation paid or payable to key management personnel is shown below:

		September 30 2014		September 30 2013
Salaries, management fees and benefits	$	369,000	$	430,000
Share-based payments - management		189,000		37,000
Share-based payments - directors		196,000		80,000
	$	754,000	$	547,000

Legal services of $334,000 (2013 - $72,000) were provided by a legal firm affiliated with a director of the Company. Professional services of $23,000 (2013 - $Nil) were provided by a company controlled by a director of the Company

Amounts owing to a legal firm affiliated with a director of the Company and officers and directors of the Company at period end included in trade and other payables total $189,000 (2013 - $13,000).

Quarterly Information

Quarterly Information (in thousands, except loss per share)

	Sep 2014	Jun 2014	Mar 2014	Dec 2013	Sep 2013	Jun 2013	Mar 2013	Dec 2012
Revenue	$ 1,484	$ 1,606	$ 912	$ -	$ -	$ -	$ -	$ -
Cost of sales	933	902	393					
Gross profit	551	704	519					
Expenses	4,027	3,620	1,285	1,314	790	551	642	1,064
Net loss	$ (3,456)	$ (3,051)	$ (778)	$ (1,328)	$ (817)	$ (551)	$ (640)	$ (1,064)
Loss per share	$ (0.15)	$ (0.13)	$ (0.04)	$ (0.07)	$ (0.05)	$ (0.03)	$ (0.04)	$ (0.08)
Weighted average number of shares	23,567	23,314	21,692	19,868	17,188	16,114	16,114	13,737

	Sep 2014	Jun 2014	Mar 2014	Dec 2013	Sep 2013	Jun 2013	Mar 2013	Dec 2012
Cash	$ 2,668	$ 8,238	$ 6,461	$ 5,217	$ 1,355	$ 470	$ 1,036	$ 1,639
Total assets	$ 30,983	$ 33,375	$ 24,646	$ 8,361	$ 2,512	$ 1,808	$ 2,512	$ 3,222
Working capital	$ 1,185	$ 9,200	$ 6, 446	$ 5,503	$ 1,788	$ 535	$ 1,060	$ 1,735

FORM 52-109F2R

CERTIFICATION OF REFILED INTERIM FILINGS

This certificate is being filed on the same date that Sphere 3D Corp. (the "issuer") has refiled the interim financial report and interim MD&A for the interim period ended **September 30, 2014**.

I, **Eric Kelly, Chief Executive Officer of Sphere 3D Corp.**, certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of the issuer for the interim period ended **September 30, 2014**.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: March 31, 2015

(signed) Eric Kelly
Eric Kelly
Chief Executive Officer

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reports for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

FORM 52-109F2R

CERTIFICATION OF REFILED INTERIM FILINGS

This certificate is being filed on the same date that Sphere 3D Corp. (the "issuer") has refiled the interim financial report and interim MD&A for the interim period ended **September 30, 2014**.

I, **Kurt Kalbfleisch, Chief Financial Officer of Sphere 3D Corp.**, certify the following:

1. ***Review:*** I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of the issuer for the interim period ended **September 30, 2014**.

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: March 31, 2015

(signed) Kurt Kalbfleisch
Kurt Kalbfleisch
Chief Financial Officer

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

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The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.