

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CYRUS CAPITAL PARTNERS, L.P.</u>  (Last) (First) (Middle) 65 EAST 55TH STREET 35TH FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp [ ANY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2018		J <sup>(1)</sup>		200,181	A	\$0.4292	1,905,700 <sup>(2)</sup>	I	See Footnotes <sup>(3)(4)(5)</sup>
Common Stock	05/16/2018		J <sup>(6)</sup>		259,240	A	\$0.4292	2,164,940 <sup>(2)</sup>	I	See Footnotes <sup>(3)(4)(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
CYRUS CAPITAL PARTNERS, L.P.  
 (Last) (First) (Middle)  
 65 EAST 55TH STREET  
 35TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CYRUS CAPITAL PARTNERS GP, LLC  
 (Last) (First) (Middle)  
 C/O CYRUS CAPITAL PARTNERS, L.P.  
 65 EAST 55TH STREET, 35TH FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FREIDHEIM STEPHEN C

(Last)	(First)	(Middle)
C/O CYRUS CAPITAL PARTNERS, L.P.		
65 EAST 55TH STREET, 35TH FLOOR		
<hr/>		
(Street)		
NEW YORK	NY	10022
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>FBC HOLDINGS S.A.R.L.</u>		
<hr/>		
(Last)	(First)	(Middle)
C/O CYRUS CAPITAL PARTNERS, L.P.		
65 EAST 55TH STREET, 35TH FLOOR		
<hr/>		
(Street)		
NEW YORK,	NY	10022
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

- Shares of Issuer common stock ("Common Shares") reported herein were acquired in lieu of Interest owed to FBC Holdings S.a r.l. ("FBC") by the Issuer under that certain 8% Senior Secured Convertible Debenture by and among FBC, the Issuer and certain subsidiaries and guarantors of the Issuer (the "Debenture").
- The Common Shares are directly owned by FBC.
- This statement is being filed by Cyrus Capital Partners, L.P. ("Cyrus"), FBC, Cyrus Capital Partners GP, L.L.C. ("Cyrus GP"), and Stephen C. Freidheim (each of Cyrus, FBC, Cyrus GP, and Mr. Freidheim, collectively the "Reporting Persons"). FBC, is a wholly owned subsidiary of certain funds advised and managed by Cyrus, each of which are private investment funds engaged in the business of acquiring, holding and disposing of investments in various companies.
- Cyrus is the manager of FBC and the investment manager of each private fund holding an interest in FBC. Cyrus GP is the general partner of Cyrus. Mr. Freidheim is the manager of Cyrus GP. Mr. Freidheim is also the Chief Investment Officer of Cyrus.
- Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that each Reporting Person was, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities of the Issuer held by the Reporting Persons, and such beneficial ownership was and is expressly disclaimed by the Reporting Persons except to the extent of their pecuniary interest.
- Common Shares reported herein were acquired in consideration for the partial payment of the fourth installment payment of \$183,750 owed by the Issuer to FBC, as previously reported, for FBC, among other things, extending the maturity date of the Debenture. The remaining balance of the fourth installment payment was settled by the Issuer in cash.

**Remarks:**

<u>/s/Stephen C. Freidheim, Manager of Cyrus Capital Partners GP, L.L. C., the general partner of Cyrus Capital Partners, L.P.</u>	<u>05/16/2018</u>
<u>/s/Stephen C. Freidheim, Manager of Cyrus Capital Partners GP, L.L.C.</u>	<u>05/16/2018</u>
<u>/s/Stephen C. Freidheim, individually</u>	<u>05/16/2018</u>
<u>/s/Stephen C. Freidheim, Manager of Cyrus Capital Partners GP, L.L.C., the general partner of Cyrus Capital Partners, L.P., the investment manager of FBC Holdings S.a r.l.'s shareholders</u>	<u>05/16/2018</u>

\*\* 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 4 (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.