
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K/A

(Amendment No. 1)

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the Month of June 2017

Commission File Number: 001-36532

Sphere 3D Corp.

240 Matheson Blvd. East
Mississauga, Ontario, Canada, L4Z 1X1
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. x Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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

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

EXPLANATORY NOTE

This Amendment No. 1 on Form 6-K/A (“Amendment No. 1”) amends the Form 6-K filed on May 25, 2017 (the “Original Form 6-K”) by Sphere 3D Corp. (the “Company”).

This Amendment No. 1 is being filed for the purpose of amending Proposal 1 to the Notice of Special Meeting of Shareholders of the Company to be held on June 27, 2017, the Management Information Circular and the Form of Proxy attached to the Original Form 6-K as Exhibits 99.1, 99.2 and 99.3, respectively.

Proposal 1, as amended, provides for the proposed share consolidation from a range of one-for-five to one-for-twenty-five, rather than the previous range of one-for-five to one-for-fifteen. Other than the foregoing, all other information set forth in the Original Form 6-K, Circular and Form of Proxy otherwise remains unchanged.

Exhibits

- | | |
|------|--|
| 99.1 | Amendment No. 1 to the Notice of Special Meeting of Shareholders and to Management Information Circular dated May 16, 2017 |
| 99.2 | Amended Form of Proxy |
| 99.3 | News Release dated June 13, 2017 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Sphere 3D Corp.

By: /s/ Kurt L. Kalbfleisch
Name: Kurt L. Kalbfleisch
Title: Senior Vice President and Chief Financial Officer

Date: June 13, 2017



**AMENDMENT NO. 1 TO THE NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
OF SPHERE 3D CORP.**

AND TO

THE MANAGEMENT INFORMATION CIRCULAR DATED MAY 16, 2017

The notice of special meeting of shareholders (the "**Notice**") of Sphere 3D Corp. (the "**Company**") and accompanying management information circular (the "**Circular**"), each dated May 16, 2017, relating to the special meeting of the Company, are revised per this amendment (the "**Amendment**"). As such, the Notice and the Circular should be read in conjunction with this Amendment. All capitalized terms not otherwise defined herein have the meaning ascribed thereto in the Circular.

The Company's special meeting of shareholders will take place, as scheduled, on Tuesday, June 27, 2017 at 9:00 a.m. (Pacific Time) at The Silicon Valley Capital Club, 50 West San Fernando Street, Suite 1700, The Vintage Room, San Jose, CA 95113.

AMENDMENTS

Amendment to the Notice

The following replaces in its entirety sub-section one of the first paragraph on the first page of the Notice:

1. to consider and, if deemed advisable, to pass a special resolution authorizing the filing of an amendment to the Company's articles to effect a share consolidation at a ratio ranging from one-for-five to one-for-twenty-five, to be determined by the board of directors, and effected, if at all, within one year from the date of the Meeting;

Amendments to the Circular

All references to the approval of the share consolidation at a specific ratio ranging from one-for-five to one-for-fifteen should now be read as references to a ratio of one-for-five to one-for-twenty-five.

The following replaces in its entirety the table of the potential effects of a share consolidation, on page seven of the Circular:

Share Consolidation Ratio	Approximate Number of Shares Outstanding after Share Consolidation	Product of Share Consolidation Ratio and Market Price
None	103,283,775	\$0.2289
1-for-5	20,656,755	\$1.1445
1-for-10	10,328,377	\$2.2890
1-for-15	6,885,585	\$3.4335
1-for-20	5,164,188	\$4.5780
1-for-25	4,131,351	\$5.7225

APPOINTMENT, REVOCATION OF PROXIES AND VOTE

Shareholders are advised to no longer use the form of proxy that was delivered with the Circular. A new form of proxy is made available with this Amendment and should be completed and executed in accordance with the instructions provided therein and in the Circular.

Shareholders who have already submitted forms of proxy before the publication of this Amendment may revoke their initial proxy by providing new forms of proxy. **Unless revoked or instructed otherwise, a properly executed proxy received before the publication of this Amendment representing Shares of a shareholder will be voted in accordance therein and will be deemed to refer to the Circular, as amended by this Amendment.**

All other matters and procedures described in the Circular remain unaffected. Moreover, all information set forth herein is given as of May 16, 2017.

DATED as of the 13th day of June, 2017.

BY ORDER OF THE BOARD



Eric L. Kelly
Chairman of the Board



SPHERE 3D CORP.
(the "Company")

AMENDED FORM OF PROXY ("PROXY")

Special Meeting
Tuesday, June 27, 2017 at 9:00 a.m. (Pacific time)
The Silicon Valley Capital Club ⁽¹⁾, 50 West San Fernando Street, Suite 1700
The Vintage Room, San Jose, CA 95113
(the "Meeting")

RECORD DATE: May 11, 2017
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: June 23, 2017 at 9:00 a.m. (Pacific time)

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the 12 digit control number above
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Eric L. Kelly, Chairman of the Board** of the Company, whom failing **Kurt L. Kaibfleisch, Senior Vice President** of the Company (the "Management Nominees"), or instead of any of them, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS – MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

- | | | |
|---|--------------------------|--------------------------|
| 1. Share Consolidation | FOR | AGAINST |
| To consider and, if deemed advisable, to pass a special resolution authorizing the filing of an amendment to the Company's articles to effect a share consolidation at a ratio ranging from one-for-five to one-for-twenty-five, to be determined by the board of directors, and effected, if at all, within one year from the date of the Meeting. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Amendment of the Company's 2015 Performance Incentive Plan | FOR | AGAINST |
| To consider and, if deemed advisable, to pass an ordinary resolution to amend the Company's 2015 performance incentive plan. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Amendment of By-Law No. 1 of the Company | FOR | AGAINST |
| To consider and, if deemed advisable, to pass an ordinary resolution approving the amendment of By-Law No. 1 of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Adoption of By-Law No. 2 (Advance Notice By-Law) of the Company | FOR | AGAINST |
| To consider and, if deemed advisable, to pass an ordinary resolution approving the adoption of By-Law No. 2 (Advance Notice By-Law) of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |

⁽¹⁾ The Silicon Valley Capital Club enforces a dress code. For additional information, please see <http://www.clubcorp.com/Clubs/Silicon-Valley-Capital-Club>.

PLEASE PRINT NAME	This proxy revokes and supersedes all earlier dated proxies and MUST BE SIGNED Signature of registered owner(s) Date (MM/DD/YYYY)
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Proxy Voting – Guidelines and Conditions

AMENDMENT NO. 1 TO THE NOTICE OF SPECIAL MEETING OF SHAREHOLDERS AND TO THE MANAGEMENT INFORMATION CIRCULAR DATED MAY 16, 2017 ("AMENDMENT NO. 1") - APPOINTMENT, REVOCATION OF PROXIES AND VOTE

Shareholders are advised to no longer use the form of proxy that was delivered with the Circular. This new proxy should be completed and executed in accordance with the instructions provided therein and in the Circular, as amended. Shareholders who have already submitted their proxy before the publication of Amendment No. 1 may revoke their initial proxy by providing new forms of proxy. Unless revoked or instructed otherwise, a properly executed proxy received before the publication of the Amendment No. 1 representing Shares of a shareholder will be voted in accordance therein and will be deemed to refer to the Circular, as amended.

1. THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.
2. THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.
3. If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "Please print appointee name", the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and must be received by *TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory's power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Notice-and-Access

The Canadian securities regulators have adopted rules which permit the use of notice-and-access for proxy solicitation instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials including management information circulars as well as annual financial statements and management's discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the material can be requested at any time during this period.

Disclosure regarding each matter or group of matters to be voted on is in the Information Circular in the Section with the same title as each Resolution on the reverse. You should review the Information Circular before voting.

SPHERE 3D CORP. has elected to utilize notice-and-access and provide you with the following information:

Meeting materials are available electronically at www.sedar.com and also at <http://noticeinsite.tsxtrust.com/Sphere3DASM2017>.

If you wish to receive a paper copy of the Meeting materials or have questions about notice-and-access, please call 1-866-600-5869 or email TMXInvestorServices@tmx.com. In order to receive a paper copy in time to vote before the meeting, your request should be received by June 16, 2017.

Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at www.sedar.com.

I am currently a security holder of the Company and as such request the following:

- Annual Financial Statements with MD&A
- Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

SPHERE 3D CORP.
2017

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit www.tsxtrust.com/investorinsite

Click on, "Register Online Now" and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.



**SPHERE 3D CORP. ANNOUNCES FILING OF
AMENDMENT TO MANAGEMENT INFORMATION CIRCULAR**

SAN JOSE, California - June 13, 2017 - [Sphere 3D Corp.](#) (NASDAQ: ANY) (the "**Company**"), a containerization, virtualization, and data management solution provider, today announced that it has filed an amendment to the notice of special meeting of the Company (the "**Notice**") and the accompanying management information circular (the "**Circular**"), each dated May 16, 2017, which amends the proposed share consolidation from a range of one-for-five to one-for-twenty-five, rather than the previous range of one-for-five to one-for-fifteen. The Circular otherwise remains unchanged. Copies of the Circular and the amendment thereto will be available on SEDAR at www.sedar.com under the Company's profile and at the Meeting.

About Sphere 3D Corp.:

[Sphere 3D Corp.](#) (NASDAQ: ANY) delivers containerization, virtualization, and data management solutions via hybrid cloud, cloud and on-premises implementations through its global reseller network and professional services organization. Sphere 3D, along with its wholly owned subsidiaries [Overland Storage](#), and [Tandberg Data](#), has a strong portfolio of brands, including [HVE ConneXions](#) and [UCX ConneXions](#), dedicated to helping customers achieve their IT goals. For more information, visit www.sphere3d.com. Follow us on Twitter [@Sphere3D](#), [@overlandstorage](#) and [@tandbergdata](#).

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