

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 31, 2025

SPHERE 3D CORP.

(Exact name of registrant as specified in its charter)

Ontario, Canada
(State or other jurisdiction
of incorporation)

001-36532
(Commission
File Number)

98-1220792
(IRS Employer
Identification No.)

243 Tresser Blvd, 17th Floor
Stamford, Connecticut, United States 06901
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code: (647) 952 5049

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbols

**Name of each exchange on which
registered**

Common Shares

ANY

NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On January 31, 2025, Sphere 3D Corp. issued a press release announcing that Patricia Trompeter, President and Chief Executive Officer, will be taking a temporary medical leave of absence to address an existing health condition. She is expected to be on leave for approximately four months. Kurt Kalbfleisch, Chief Financial Officer, will assume the role of acting Chief Executive Officer. Ms. Trompeter will remain a member of the board of directors during her leave. The information contained in the press release is incorporated herein by reference and furnished as Exhibit 99.1.

The information set forth under Item 7.01 of this Current Report on Form 8-K (this "Current Report"), including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such a filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1	Press release dated January 31, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Date: February 3, 2025

SPHERE 3D CORP.

By: /s/ Kurt Kalbfleisch
Kurt Kalbfleisch
Acting Chief Executive Officer and CFO



Sphere 3D President and CEO Taking Temporary Leave of Absence
Chief Financial Officer Kurt Kalbfleisch Named Acting CEO

STAMFORD, Connecticut, January 31, 2025 - Sphere 3D Corp. (NASDAQ: ANY) ("**Sphere 3D**" or the "**Company**") today announced that President and CEO Patricia Trompeter will be taking a temporary medical leave of absence to address an existing health condition. She is expected to be on leave for approximately four months.

During this time, Ms. Trompeter expects to remain engaged in key strategic decision-making as she continues serving on the Board of Directors, ensuring that her vision and leadership continue to guide the Company. Chief Financial Officer Kurt Kalbfleisch will assume the role of acting CEO, overseeing daily operations and maintaining business continuity.

"I have full confidence that our team will continue executing our strategy seamlessly while I am on leave. Their dedication, expertise, and commitment to our shared vision ensure we remain on track for success," said Ms. Trompeter. "I am dedicated to assisting with business matters during this period as my health permits and look forward to resuming my full duties in due course."

Mr. Kalbfleisch has served as Senior Vice President, Chief Financial Officer, and Secretary of the Company since December 1, 2014, and is well-versed in all aspects of the business. The Board of Directors has expressed full confidence in the management team's ability to execute the Company's strategic initiatives and maintain momentum during this period.

"We remain committed to executing our strategy and driving continued progress," said Duncan McEwan, Chairman of the Board.

About Sphere 3D

Sphere 3D Corp. (NASDAQ: ANY) is a cryptocurrency miner growing its industrial-scale Bitcoin mining operation through the capital-efficient procurement of next-generation mining equipment and partnering with best-in-class data center operators. Sphere 3D is dedicated to growing shareholder value while honoring its commitment to strict environmental, social, and governance standards. For more information about Sphere 3D, please visit Sphere3D.com.

Safe Harbor

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements relating to (i) Ms. Trompeter will be taking a temporary medical leave of absence to address an existing health condition; (ii) she will remain on the Board of Directors during her absence; (iii) that Mr. McEwan and the rest of the executive team will continue to execute on our strategy and implement day-to-day operations; and (iv) that Ms. Trompeter plans to return if her health permits; in addition to other matters discussed in this press release that are not purely historical data. We do not assume any obligation to update or revise any such forward-looking statements, whether as the result of new developments or otherwise. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those contemplated by such statements. For more information concerning these and other possible risks, please refer to our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 13, 2024, and other filings with the Securities and Exchange Commission, as well as recent press releases. These filings can be accessed over the Internet at <http://www.sec.gov/edgar/searchedgar/companysearch.html>.

Sphere 3D Contacts

Kurt Kalbfleisch, CFO, Sphere 3D
Investor.relations@sphere3d.com
