FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWN
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

Harnett	Sue	Reporting Person*			Sphe 3. Date	of Earliest	<u>'orp.</u>	ker or Trading		)	(Ch	eck all applice  X Director  Officer	cable) or (give title	erson(s) to Issi 10% Ow Other (s	ner
(Last)	,	irst) ORP. 243 TRES	(Middle)	05/21/2024						below)		below)			
17TH FL		OK1, 243 TKES	SER BLVD.	"	4. If Am	nendment,	Date o	of Original Fil	ed (Month/I	Day/Year)	6. I Lin		Joint/Group Fili	ing (Check App	olicable
													•	eporting Person	- 1
(Street) STAMF(	ORD C	Т	06901									Persor		an One Repor	ting
,——		1	00901	T	Rule	10b5-	1(c)	Transa	ction In	dication	<u>'</u>				
(City)	(S	tate)	(Zip)				. ,					ract instruction	n or written plan	that is intended	to
	Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See In:							ii oi wiillen pian	i tilat is interioed						
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			. Transact Date Month/Day	Execution Date,		Code (Instr. 5)			Beneficia	es Form ally (D) o following (I) (In	rm: Direct ) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
							Code V	Amoun	t (A) (D)	Price	Transact (Instr. 3	ion(s)		Instr. 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Conversion or Exercise (Instr. 3)  2. Conversion Date (Month/Day/Year) Price of Derivative Security  3. Transaction Date Execution Date (Month/Day/Year) if any (Month/Day/Year)		Coc	saction e (Instr	n of E		6. Date Exercisable and Expiration Date (Month/Day/Year)		of Securi Underlyi Derivativ	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)		
				Cod	e V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (RSU)	(1)	05/21/2024		A		96,154		05/15/2025	05/15/202	Common	96,154	(1)	153,625	D	

## **Explanation of Responses:**

1. Each RSU represents a contingent right to receive one share of Sphere 3D Corp. common stock.

By: Denise Garrett For: Sue **Harnett** 

\*\* Signature of Reporting Person Date

05/23/2024

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.

## **POWER OF ATTORNEY**

The undersigned hereby constitutes and appoints Kurt Kalbfleisch, Denise Garrett and Ali Panjwani with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sphere 3D Corp. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the SEC and any stock exchange or similar authority; and
- take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this <u>15</u> day of December, 2022.

/s/ Susan	n S. Harnett	
Signature	·e	
Susan S.	. Harnett	
Print Na	me	