
**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 December, 2015

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. [] 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): []

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):

The information contained in this Form 6-K is incorporated by reference into, or as additional exhibits to, as applicable, the registrant's outstanding registration statements.

As of December 18, 2015, Sphere 3D Corp. (the “Company”) has closed on approximately \$5.1 million of the registered direct financing that was publicly announced on December 1, 2015 and accordingly issued 2,527,500 of its common shares and warrants to purchase 2,527,500 of its common shares to various investors. The Company intends to use the proceeds from the offering for general corporate and working capital purposes.

A copy of the opinions of Stikeman Elliot LLP related to the legality of the common shares and common shares issuable upon exercise of the warrants purchased pursuant to certain securities purchase and subscription agreements, dated November 30, 2015, by and between us, on the one hand, and certain investors party thereto, on the other hand, are attached hereto as Exhibits 5.1, 5.2 and 5.3. A copy of the opinions of O’Melveny & Myers LLP related to the legality of the warrants purchased pursuant to certain securities purchase and subscription agreements are attached hereto as Exhibits 5.4, 5.5 and 5.6.

Exhibits

[5.1 Opinion of Stikeman Elliot LLP](#)

[5.2 Opinion of Stikeman Elliot LLP](#)

[5.3 Opinion of Stikeman Elliot LLP](#)

[5.4 Opinion of O'Melveny & Myers LLP](#)

[5.5 Opinion of O'Melveny & Myers LLP](#)

[5.6 Opinion of O'Melveny & Myers LLP](#)

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.

Date: December 18, 2015

/s/ Kurt Kalbfleisch

Name: Kurt Kalbfleisch

Title: Chief Financial Officer

STIKEMAN ELLIOTT

Stikeman Elliott LLP Barristers & Solicitors
1155 René Lévesque Blvd. West, 40th Floor, Montréal, Quebec, Canada H3B 3V2
Tel: (514) 397-3000 Fax: (514) 397-3222 www.stikeman.com

December 4, 2015

Sphere 3D Corp.
240 Matheson Boulevard East
Mississauga, ON L4Z 1X1
Canada

Dear Sirs/Mesdames:

Re: Direct Registered Offering of Shares and Warrants of Sphere 3D Corp.

We have acted as Canadian special counsel to Sphere 3D Corp., a corporation amalgamated under the *Business Corporations Act* (Ontario) (the "**Company**"), in connection with the issuance of:

- (a) 1,500,000 common shares (the "**Shares**") of the Company; and
- (b) 1,500,000 warrants (the "**Warrants**") to purchase common shares of the Company (the "**Warrant Shares**").

The Securities are being issued in accordance with the terms of a securities purchase agreement dated as of November 30, 2015 (the "**Purchase Agreement**") entered into between the Company and Anson Investments Master Fund LP and in connection with a registration statement on Form F-3 (File No. 333-206357) (the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission on August 27, 2015, the prospectus dated August 27, 2015 included therein (the "**Base Prospectus**"), and the prospectus supplement thereto dated **December 4, 2015** (the "**Prospectus Supplement**"). The Base Prospectus and the Prospectus Supplement are collectively referred to as the "**Prospectus**".

For the purposes of this opinion, we have examined copies of the Registration Statement, the Prospectus, the warrant agreement governing the Warrants (the "**Warrant Agreement**") and the Purchase Agreement. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of and relied upon the following documents (collectively, the "**Corporate Documents**"):

- (a) the certificate and articles of amalgamation of the Company;
 - (b) the by-laws of the Company;
 - (c) certain resolutions of the Company's directors; and
 - (d) a certificate of an officer of the Company (the "**Officer's Certificate**").
-

We also have reviewed such other documents, and have considered such questions of law, as we have deemed relevant and necessary as a basis for the opinion expressed herein. We have relied upon the Corporate Documents without independent investigation of the matters provided for therein for the purpose of providing our opinion expressed herein.

In examining all documents and in providing our opinion expressed herein we have assumed that:

- (a) all individuals had the requisite legal capacity;
- (b) all signatures are genuine;
- (c) all documents submitted to us as originals are complete and authentic and all photostatic, certified, telecopied, notarial or other copies conform to the originals;
- (d) all facts set forth in the official public records, certificates and documents supplied by public officials or otherwise conveyed to us by public officials are complete, true and accurate;
- (e) the certificate of amalgamation of the Company (the "**Certificate of Amalgamation**") is conclusive evidence that the Company is amalgamated and existing under the *Business Corporations Act* (Ontario); and
- (f) all facts set forth in the certificates supplied by the respective officers and directors, as applicable, of the Company including, without limitation, the Officer's Certificate, are complete, true and accurate.

In expressing the opinion set out in paragraph (a) below, we have relied exclusively on the Certificate of Amalgamation.

We express no opinion as to any laws, or matters governed by any laws, other than the laws of the province of Ontario and the federal laws of Canada applicable therein. Our opinion is expressed with respect to the laws in effect on the date of this opinion and we do not accept any responsibility to take into account or inform the addressee, or any other person authorized to rely on this opinion, of any changes in law, facts or other developments subsequent to this date that do or may affect the opinion we express, nor do we have any obligation to advise you of any other change in any matter addressed in this opinion or to consider whether it would be appropriate for any person other than the addressee to rely on our opinion.

Where our opinion expressed herein refers to the Registration Shares having been issued as being "fully-paid and non-assessable" common shares of the Company, such opinion assumes that all required consideration (in whatever form) has been paid or provided. No opinion is expressed as to the adequacy of any consideration received.

Based and relying upon the foregoing, we are of the opinion that:

- (a) The Company is a corporation amalgamated and existing under the laws of Ontario.
- (b) The Shares have been duly issued by the Company as fully paid and non- assessable.
- (c) The Company has the corporate power to enter into the Warrant Agreement and the performance by the Company of its obligations under the Warrant Agreement has been authorized by all necessary corporate actions on the part of the Company.
- (d) The Warrant Shares, when issued upon exercise of the Warrants in accordance with the terms of the Warrant Agreement, will be validly issued as fully paid and non-assessable.

This opinion has been prepared for your use in connection with the Registration Statement and is expressed as of the date hereof. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Registration Statement or the securities described therein. The opinions expressed herein may be relied upon by O'Melveny & Myers LLP for the purposes of its opinion dated the date hereof and addressed to you with respect to the subject matter hereof.

We hereby consent to the filing of this opinion as an exhibit to the current report on Form 6-K to be filed with the Securities and Exchange Commission disclosing the issuance of the Securities for incorporation by reference into the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under the Act or the rules and regulations promulgated thereunder. This opinion may not be quoted from or referred to in any documents other than the Registration Statement as provided for herein without our prior written consent.

Yours truly,

/s/ Stikeman Elliot LLP

STIKEMAN ELLIOTT

Stikeman Elliott LLP Barristers & Solicitors
1155 René Lévesque Blvd. West, 40th Floor, Montréal, Quebec, Canada H3B 3V2
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December 15, 2015

Sphere 3D Corp.
240 Matheson Boulevard East
Mississauga, ON L4Z 1X1
Canada

Dear Sirs/Mesdames:

Re: Direct Registered Offering of Shares and Warrants of Sphere 3D Corp.

We have acted as Canadian special counsel to Sphere 3D Corp., a corporation amalgamated under the *Business Corporations Act* (Ontario) (the "**Company**"), in connection with the issuance of:

- (a) 990,000 common shares (the "**Shares**") of the Company; and
- (b) 990,000 warrants (the "**Warrants**") to purchase common shares of the Company (the "**Warrant Shares**").

The Securities are being issued in accordance with the terms of subscription agreements dated as of November 30, 2015 (the "**Subscription Agreements**") entered into between the Company and each of the investors listed hereto in Schedule "A" and in connection with a registration statement on Form F-3 (File No. 333-206357) (the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission on August 27, 2015, the prospectus dated August 27, 2015 included therein (the "**Base Prospectus**"), and the prospectus supplement thereto dated November 30, 2015 (the "**Prospectus Supplement**"). The Base Prospectus and the Prospectus Supplement are collectively referred to as the "**Prospectus**".

For the purposes of this opinion, we have examined copies of the Registration Statement, the Prospectus, the warrant agreements governing the Warrants (the "**Warrant Agreements**") and the Subscription Agreements. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of and relied upon the following documents (collectively, the "**Corporate Documents**"):

- (a) the certificate and articles of amalgamation of the Company;
 - (b) the by-laws of the Company;
 - (c) certain resolutions of the Company's directors; and
 - (d) a certificate of an officer of the Company (the "**Officer's Certificate**").
-

We also have reviewed such other documents, and have considered such questions of law, as we have deemed relevant and necessary as a basis for the opinion expressed herein. We have relied upon the Corporate Documents without independent investigation of the matters provided for therein for the purpose of providing our opinion expressed herein.

In examining all documents and in providing our opinion expressed herein we have assumed that:

- (a) all individuals had the requisite legal capacity;
- (b) all signatures are genuine;
- (c) all documents submitted to us as originals are complete and authentic and all photostatic, certified, telecopied, notarial or other copies conform to the originals;
- (d) all facts set forth in the official public records, certificates and documents supplied by public officials or otherwise conveyed to us by public officials are complete, true and accurate;
- (e) the certificate of amalgamation of the Company (the "**Certificate of Amalgamation**") is conclusive evidence that the Company is amalgamated and existing under the *Business Corporations Act* (Ontario); and
- (f) all facts set forth in the certificates supplied by the respective officers and directors, as applicable, of the Company including, without limitation, the Officer's Certificate, are complete, true and accurate.

In expressing the opinion set out in paragraph (a) below, we have relied exclusively on the Certificate of Amalgamation.

We express no opinion as to any laws, or matters governed by any laws, other than the laws of the province of Ontario and the federal laws of Canada applicable therein. Our opinion is expressed with respect to the laws in effect on the date of this opinion and we do not accept any responsibility to take into account or inform the addressee, or any other person authorized to rely on this opinion, of any changes in law, facts or other developments subsequent to this date that do or may affect the opinion we express, nor do we have any obligation to advise you of any other change in any matter addressed in this opinion or to consider whether it would be appropriate for any person other than the addressee to rely on our opinion.

Where our opinion expressed herein refers to the Registration Shares having been issued as being "fully-paid and non-assessable" common shares of the Company, such opinion assumes that all required consideration (in whatever form) has been paid or provided. No opinion is expressed as to the adequacy of any consideration received.

Based and relying upon the foregoing, we are of the opinion that:

- (a) The Company is a corporation amalgamated and existing under the laws of Ontario.
- (b) The Shares have been duly issued by the Company as fully paid and non- assessable.
- (c) The Company has the corporate power to enter into the Warrant Agreements and the performance by the Company of its obligations under the Warrant Agreements has been authorized by all necessary corporate actions on the part of the Company.
- (d) The Warrant Shares, when issued upon exercise of the Warrants in accordance with the terms of the Warrant Agreements, will be validly issued as fully paid and non-assessable.

This opinion has been prepared for your use in connection with the Registration Statement and is expressed as of the date hereof. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Registration Statement or the securities described therein. The opinions expressed herein may be relied upon by O'Melveny & Myers LLP for the purposes of its opinion dated the date hereof and addressed to you with respect to the subject matter hereof.

We hereby consent to the filing of this opinion as an exhibit to the current report on Form 6-K to be filed with the Securities and Exchange Commission disclosing the issuance of the Securities for incorporation by reference into the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under the Act or the rules and regulations promulgated thereunder. This opinion may not be quoted from or referred to in any documents other than the Registration Statement as provided for herein without our prior written consent.

Yours truly,

/s/ Stikeman Elliot LLP

Schedule "A" – Investors

Countryman Investments Ltd.

Sheldon Inwentash

Lynn Factor

Deborah B. Thomas

Whitesheild Inc.

Adam Sorrenti in Trust

V16OCT54 Limited

Andrew Kocher

STIKEMAN ELLIOTT

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December 18, 2015

Sphere 3D Corp.
240 Matheson Boulevard East
Mississauga, ON L4Z 1X1
Canada

Dear Sirs/Mesdames:

Re: Direct Registered Offering of Shares and Warrants of Sphere 3D Corp.

We have acted as Canadian special counsel to Sphere 3D Corp., a corporation amalgamated under the *Business Corporations Act* (Ontario) (the "**Company**"), in connection with the issuance of:

- (a) 37,500 common shares (the "**Shares**") of the Company; and
- (b) 37,500 warrants (the "**Warrants**") to purchase common shares of the Company (the "**Warrant Shares**").

The Securities are being issued in accordance with the terms of a subscription agreement dated as of November 30, 2015 (the "**Subscription Agreement**") entered into between the Company and Andrew Kocher and in connection with a registration statement on Form F-3 (File No. 333-206357) (the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission on August 27, 2015, the prospectus dated August 27, 2015 included therein (the "**Base Prospectus**"), and the prospectus supplement thereto dated November 30, 2015 (the "**Prospectus Supplement**"). The Base Prospectus and the Prospectus Supplement are collectively referred to as the "**Prospectus**".

For the purposes of this opinion, we have examined copies of the Registration Statement, the Prospectus, the warrant agreement governing the Warrants (the "**Warrant Agreement**") and the Subscription Agreement. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of and relied upon the following documents (collectively, the "**Corporate Documents**"):

- (a) the certificate and articles of amalgamation of the Company;
 - (b) the by-laws of the Company;
 - (c) certain resolutions of the Company's directors; and
 - (d) a certificate of an officer of the Company (the "**Officer's Certificate**").
-

We also have reviewed such other documents, and have considered such questions of law, as we have deemed relevant and necessary as a basis for the opinion expressed herein. We have relied upon the Corporate Documents without independent investigation of the matters provided for therein for the purpose of providing our opinion expressed herein.

In examining all documents and in providing our opinion expressed herein we have assumed that:

- (a) all individuals had the requisite legal capacity;
- (b) all signatures are genuine;
- (c) all documents submitted to us as originals are complete and authentic and all photostatic, certified, telecopied, notarial or other copies conform to the originals;
- (d) all facts set forth in the official public records, certificates and documents supplied by public officials or otherwise conveyed to us by public officials are complete, true and accurate;
- (e) the certificate of amalgamation of the Company (the "**Certificate of Amalgamation**") is conclusive evidence that the Company is amalgamated and existing under the *Business Corporations Act* (Ontario); and
- (f) all facts set forth in the certificates supplied by the respective officers and directors, as applicable, of the Company including, without limitation, the Officer's Certificate, are complete, true and accurate.

In expressing the opinion set out in paragraph (a) below, we have relied exclusively on the Certificate of Amalgamation.

We express no opinion as to any laws, or matters governed by any laws, other than the laws of the province of Ontario and the federal laws of Canada applicable therein. Our opinion is expressed with respect to the laws in effect on the date of this opinion and we do not accept any responsibility to take into account or inform the addressee, or any other person authorized to rely on this opinion, of any changes in law, facts or other developments subsequent to this date that do or may affect the opinion we express, nor do we have any obligation to advise you of any other change in any matter addressed in this opinion or to consider whether it would be appropriate for any person other than the addressee to rely on our opinion.

Where our opinion expressed herein refers to the Registration Shares having been issued as being "fully-paid and non-assessable" common shares of the Company, such opinion assumes that all required consideration (in whatever form) has been paid or provided. No opinion is expressed as to the adequacy of any consideration received.

Based and relying upon the foregoing, we are of the opinion that:

- (a) The Company is a corporation amalgamated and existing under the laws of Ontario.
- (b) The Shares have been duly issued by the Company as fully paid and non- assessable.
- (c) The Company has the corporate power to enter into the Warrant Agreement and the performance by the Company of its obligations under the Warrant Agreement has been authorized by all necessary corporate actions on the part of the Company.
- (d) The Warrant Shares, when issued upon exercise of the Warrants in accordance with the terms of the Warrant Agreement, will be validly issued as fully paid and non-assessable.

This opinion has been prepared for your use in connection with the Registration Statement and is expressed as of the date hereof. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Registration Statement or the securities described therein. The opinions expressed herein may be relied upon by O'Melveny & Myers LLP for the purposes of its opinion dated the date hereof and addressed to you with respect to the subject matter hereof.

We hereby consent to the filing of this opinion as an exhibit to the current report on Form 6-K to be filed with the Securities and Exchange Commission disclosing the issuance of the Securities for incorporation by reference into the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under the Act or the rules and regulations promulgated thereunder. This opinion may not be quoted from or referred to in any documents other than the Registration Statement as provided for herein without our prior written consent.

Yours truly,

/s/ Stikeman Elliot LLP



O'MELVENY & MYERS LLP

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San Francisco, California 94111-3823

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December 4, 2015

Sphere 3D Corp.
240 Matheson Boulevard East
Mississauga, ON L4Z 1X1
Canada

Re: Registration of Securities of Sphere 3D Corp.

Ladies and Gentlemen:

We have acted as special counsel to Sphere 3D Corp., a corporation amalgamated under the Business Corporations Act (Ontario) (the "**Company**"), in connection with the issuance of (i) 1,500,000 common shares of the Company (the "**Shares**") of no par value ("**Common Shares**") and (ii) warrants ("**Warrants Agreement**") exercisable to purchase up to 1,500,000 Common Shares (the "**Warrant Shares**" and, together with the Shares, and the Warrant Agreements, the "**Securities**") pursuant to (i) an effective Registration Statement on Form F-3 (File No. 333- 206357) (the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), on August 14, 2015, as amended, and declared effective by the Commission on August 28, 2015, (ii) the related prospectus that forms a part of the Registration Statement (the "**Base Prospectus**"), as supplemented by the prospectus supplement dated as of November 30, 2015 (the "**Prospectus Supplement**" and collectively with the Base Prospectus, the "**Prospectus**"), and (iii) that certain securities purchase agreement, dated as of November 30, 2015, by and among the Company and the investor set forth on the signature page thereto (the "**Subscription Agreement**").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate and other records and documents as we considered appropriate including, without limitation:

- i. the Subscription Agreement;
- ii. the Registration Statement;
- iii. the certificate and articles of amalgamation of the Company;
- iv. the by-laws of the Company; and
- v. certain resolutions of the Board of Directors of the Company; and
- vi. the Warrant Agreement.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Company is validly existing, has the corporate power to perform its obligations under any Warrant Agreement, and that it has taken the required steps to authorize the creation of such obligations under the Business Corporations Act (Ontario). We have also assumed that the choice of New York law to govern the Warrant Agreement is a valid and legal provision. As to any facts material to the opinions expressed herein which were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

On the basis of such examination, our reliance upon the assumptions in this opinion and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that: the Warrant Agreement will be legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors' rights generally (including, without limitation, fraudulent conveyance laws), and by general principles of equity including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding at law or in equity, and possible judicial action giving effect to foreign governmental actions or foreign laws affecting creditors' rights.

The law covered by this opinion is limited to the present law of the State of New York. We express no opinion as to the laws of any other jurisdiction and no opinion regarding the statutes, administrative decisions, rules, regulations or requirements of any county, municipality, subdivision or local authority of any jurisdiction.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the prospectus included in the Registration Statement or any prospectus supplement, other than as expressly stated herein with respect to the Securities.

We hereby consent to the use of this opinion as an exhibit to the Company's Current Report on Form 6-K to be filed with the Commission on or about December 3, 2015, which will be incorporated by reference in the Registration Statement, and to the reference to this firm under the heading "Legal Matters" in the Prospectus constituting part of the Registration Statement.

Respectfully submitted

/s/ O'Melveny & Myers LLP



O'MELVENY & MYERS LLP

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Canada

Re: Registration of Securities of Sphere 3D Corp.

Ladies and Gentlemen:

We have acted as special counsel to Sphere 3D Corp., a corporation amalgamated under the Business Corporations Act (Ontario) (the "**Company**"), in connection with the issuance of (i) 990,000 common shares of the Company (the "**Shares**") of no par value ("**Common Shares**") and (ii) warrants ("**Warrants Agreements**") exercisable to purchase up to 990,000 Common Shares (the "**Warrant Shares**" and, together with the Shares, and the Warrant Agreements, the "**Securities**") pursuant to (i) an effective Registration Statement on Form F-3 (File No. 333- 206357) (the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), on August 14, 2015, as amended, and declared effective by the Commission on August 28, 2015, (ii) the related prospectus that forms a part of the Registration Statement (the "**Base Prospectus**"), as supplemented by the prospectus supplement dated as of November 30, 2015 (the "**Prospectus Supplement**" and collectively with the Base Prospectus, the "**Prospectus**"), and (iii) those certain subscription and securities purchase agreements, dated as of November 30, 2015, by and among the Company and the investors set forth on the signature page thereto (the "**Subscription Agreements**").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate and other records and documents as we considered appropriate including, without limitation:

- i. the Subscription Agreements;
- ii. the Registration Statement;
- iii. the certificate and articles of amalgamation of the Company;
- iv. the by-laws of the Company; and
- v. certain resolutions of the Board of Directors of the Company; and
- vi. the Warrant Agreements.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Company is validly existing, has the corporate power to perform its obligations under any Warrant Agreement, and that it has taken the required steps to authorize the creation of such obligations under the Business Corporations Act (Ontario). We have also assumed that the choice of New York law to govern the Warrant Agreements is a valid and legal provision. As to any facts material to the opinions expressed herein which were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

On the basis of such examination, our reliance upon the assumptions in this opinion and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that: the Warrant Agreements will be legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors' rights generally (including, without limitation, fraudulent conveyance laws), and by general principles of equity including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding at law or in equity, and possible judicial action giving effect to foreign governmental actions or foreign laws affecting creditors' rights.

The law covered by this opinion is limited to the present law of the State of New York. We express no opinion as to the laws of any other jurisdiction and no opinion regarding the statutes, administrative decisions, rules, regulations or requirements of any county, municipality, subdivision or local authority of any jurisdiction.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the prospectus included in the Registration Statement or any prospectus supplement, other than as expressly stated herein with respect to the Securities.

We hereby consent to the use of this opinion as an exhibit to the Company's Current Report on Form 6-K to be filed with the Commission on or about December 15, 2015, which will be incorporated by reference in the Registration Statement, and to the reference to this firm under the heading "Legal Matters" in the Prospectus constituting part of the Registration Statement.

Respectfully submitted

/s/ O'Melveny & Myers LLP



O'MELVENY & MYERS LLP

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Re: Registration of Securities of Sphere 3D Corp.

Ladies and Gentlemen:

We have acted as special counsel to Sphere 3D Corp., a corporation amalgamated under the Business Corporations Act (Ontario) (the "**Company**"), in connection with the issuance of (i) 37,500 common shares of the Company (the "**Shares**") of no par value ("**Common Shares**") and (ii) warrants ("**Warrants Agreements**") exercisable to purchase up to 37,500 Common Shares (the "**Warrant Shares**" and, together with the Shares, and the Warrant Agreements, the "**Securities**") pursuant to (i) an effective Registration Statement on Form F-3 (File No. 333- 206357) (the "**Registration Statement**") filed by the Company with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), on August 14, 2015, as amended, and declared effective by the Commission on August 28, 2015, (ii) the related prospectus that forms a part of the Registration Statement (the "**Base Prospectus**"), as supplemented by the prospectus supplement dated as of November 30, 2015 (the "**Prospectus Supplement**" and collectively with the Base Prospectus, the "**Prospectus**"), and (iii) that certain subscription agreement, dated as of November 30, 2015, by and among the Company and Andrew Kocher (the "**Subscription Agreement**").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate and other records and documents as we considered appropriate including, without limitation:

- i. the Subscription Agreement;
- ii. the Registration Statement;
- iii. the certificate and articles of amalgamation of the Company;
- iv. the by-laws of the Company; and
- v. certain resolutions of the Board of Directors of the Company; and
- vi. the Warrant Agreements.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Company is validly existing, has the corporate power to perform its obligations under any Warrant Agreement, and that it has taken the required steps to authorize the creation of such obligations under the Business Corporations Act (Ontario). We have also assumed that the choice of New York law to govern the Warrant Agreements is a valid and legal provision. As to any facts material to the opinions expressed herein which were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

On the basis of such examination, our reliance upon the assumptions in this opinion and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that: the Warrant Agreements will be legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors' rights generally (including, without limitation, fraudulent conveyance laws), and by general principles of equity including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding at law or in equity, and possible judicial action giving effect to foreign governmental actions or foreign laws affecting creditors' rights.

The law covered by this opinion is limited to the present law of the State of New York. We express no opinion as to the laws of any other jurisdiction and no opinion regarding the statutes, administrative decisions, rules, regulations or requirements of any county, municipality, subdivision or local authority of any jurisdiction.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the prospectus included in the Registration Statement or any prospectus supplement, other than as expressly stated herein with respect to the Securities.

We hereby consent to the use of this opinion as an exhibit to the Company's Current Report on Form 6-K to be filed with the Commission on or about December 18, 2015, which will be incorporated by reference in the Registration Statement, and to the reference to this firm under the heading "Legal Matters" in the Prospectus constituting part of the Registration Statement.

Respectfully submitted

/s/ O'Melveny & Myers LLP
