

| OMB APPROVAL                                 |           |
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**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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>MF Ventures, LLC</u><br><br>(Last) (First) (Middle)<br><u>201 SPEAR STREET, 14TH FLOOR</u><br><br>(Street)<br><u>SAN FRANCISCO CA 94105</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Sphere 3D Corp [ ANY ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below)                      |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/20/2018</u>        |  |
|  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 12/20/2018                           |  | S                              |   | 5,754 <sup>(1)</sup>  | D          | \$3.0823 <sup>(2)</sup> | 243,567 <sup>(1)(3)</sup>   | D  |   |

**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 | Date Exercisable   | Expiration Date |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
MF Ventures, LLC  
 (Last) (First) (Middle)  
201 SPEAR STREET, 14TH FLOOR  
 (Street)  
SAN FRANCISCO CA 94105  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MACFARLANE VICTOR B  
 (Last) (First) (Middle)  
C/O MF VENTURES, LLC  
201 SPEAR STREET, 14TH FLOOR  
 (Street)  
SAN FRANCISCO CA 94105  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
MacFarlane Thaderine D.  
 (Last) (First) (Middle)  
C/O MF VENTURES, LLC  
201 SPEAR STREET, 14TH FLOOR

(Street)  
SAN FRANCISCO CA 94105

(City) (State) (Zip)

**Explanation of Responses:**

1. All share and per share amounts herein have been adjusted to give effect to the 1-for-8 reverse stock split of the Company completed on November 5, 2018.
2. The range of prices for the shares of Common Stock is from \$3.04 to \$3.10. The reporting person undertakes that it will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
3. Victor B. MacFarlane and Thaderine D. MacFarlane are controlling members of MF Ventures, LLC and may be deemed to share and have indirect beneficial ownership over, and share indirect pecuniary interest in 243,567 shares held directly by MF Ventures, LLC.

**Remarks:**

[/s/ Katharine Ryan-Weiss, as  
Attorney-in-Fact for MF  
Ventures, LLC](#) [12/20/2018](#)

[/s/ Katharine Ryan-Weiss, as  
Attorney-in-Fact for Victor B.  
MacFarlane](#) [12/20/2018](#)

[/s/ Katharine Ryan-Weiss, as  
Attorney-in-Fact for Thaderine  
D. MacFarlane](#) [12/20/2018](#)

\*\* 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.**