The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

	is a The reader should not assum	e that the inform		e and complete.	
TINI	TED STATES SECURITIES	ς ανή έχου α	NGE COMMIS	SION	OMB APPROVAL
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D			OMB 3235- Number: 0076 Estimated average		
	Notice of Exempt	Offering of Sec	curities		burden
					hours per response: 4.00
1. Issuer's Identity					
CIK (Filer ID Nu	nber) Previous Names	X None		Ε	ntity Type
0001591956				X Corporation	
Name of Issue	er			Limited Partr	1
Sphere 3D Corp Jurisdiction o	f				ility Company
Incorporation/Orga				General Partr Business Tru	-
ONTARIO, CANADA				Other (Specif	
Year of Incorpora	tion/Organization			Saler (Speen	57
X Over Five Years Ago					
Within Last Five Years (S	Specify Year)				
Yet to Be Formed					
2. Principal Place of Busines	s and Contact Information				
Name Sphere 3D Corp	of Issuer				
	Address 1 AST		Street A	ddress 2	
City	State/Province/Country	ZIP/P	ostalCode	Phone Numbe	er of Issuer
MISSISSAUGĂ	ONTARIO, CANADA	L4Z 1X1		416-749-5999	
3. Related Persons					
Last Name		st Name		Middle Nam	e
Kelly	Eric		L.		
Street Address 1		Address 2			
125 S. Market Street City	Suite 1300 State/Pro	vince/Country		ZIP/PostalCo	do
San Jose	CALIFORNIA	vince/Country	95113		uc
<b>Relationship:</b> X Executive		er	55115		
Clarification of Response (if	Necessary):				
Chief Executive Officer					
4. Industry Group					
Agriculture	Health Care	2	Retailing		
Banking & Financial Serv					
Commercial Banking	Health Ir		Restaurants		
Insurance	rieaith If	isulance	Technology		

Insurance Investing Investment Banking Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals

Restaurants Technology Computers Telecommunications

Pooled Investme	nt Fund	Other Health Care	X Other Technology
Is the issuer regis an investment co the Investment C Act of 1940?	mpany under	Manufacturing Real Estate Commercial	Travel Airlines & Airports Lodging & Conventions
Yes	No	Construction	Tourism & Travel Services
Other Banking &	Financial Services	<b>REITS &amp; Finance</b>	Other Travel
<b>Business Services</b>		Residential	Other
Energy		Other Real Estate	
Coal Mining			
Electric Utilities			
Energy Conserva	ition		
Environmental S	ervices		
Oil & Gas			
Other Energy			

### 5. Issuer Size

<b>Revenue Range</b>	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
X \$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

# 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Investment Company Act Section		
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(iii)	Section 3(c)(3)	Section 3(c)(11)
Rule 505	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b) Rule 506(c)	Section 3(c)(5)	Section 3(c)(13)
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

## 7. Type of Filing

- X New Notice Date of First Sale 2015-05-19 First Sale Yet to Occur Amendment
- 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity Debt Pooled Investment Fund Interests Tenant-in-Common Securities

X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities	
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)	
10. Business Combination Transaction		
Is this offering being made in connection with a business combina merger, acquisition or exchange offer?	nation transaction, such as Yes X No	
Clarification of Response (if Necessary):		
11. Minimum Investment		
Minimum investment accepted from any outside investor \$0 US	D	
12. Sales Compensation		
Recipient Reci	pient CRD Number X None	
(Associated) Broker or Dealer X None (Ass	ociated) Broker or Dealer CRD Number X None	
Street Address 1	Street Address 2	
City State	/Province/Country ZIP/Postal Co	de
State(s) of Solicitation (select all that apply)All StatesFoCheck "All States" or check individual StatesFo	reign/non-US	
13. Offering and Sales Amounts		
Total Offering Amount USD or X Indefinite		
Total Amount Sold \$5,188,000 USD		
Total Remaining to be Sold USD or X Indefinite		
Clarification of Response (if Necessary):		
14. Investors		
Select if securities in the offering have been or may be sold to investors, and enter the number of such non-accredited invest Regardless of whether securities in the offering have been or accredited investors, enter the total number of investors who	ors who already have invested in the offering. may be sold to persons who do not qualify as	
	aready have invested in the ottering.	

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

### \$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Sphere 3D Corp	/s/ Kurt L. Kalbfleisch	Kurt L. Kalbfleisch	Chief Financial Officer	2015-06-02

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.