

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Trompeter Patricia</u>  (Last) (First) (Middle) C/O SPHERE 3D CORP. 51 WEAVER STREET 4 GREENWICH OFFICE PARK BLDG 4, STE 100  (Street) GREENWICH CT 06831  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2023	3. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp. [ ANY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	194,865	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit (RSU)	(1)	(1)	Common Stock	400,000	(2)	D	
Non-Qualified Stock Option (right to buy)	(3)	04/08/2028	Common Stock	750,000	1.8	D	

**Explanation of Responses:**

- These RSUs represent one award. The underlying shares and vesting schedules are as follows: 150,000 shares vest on 4/8/23; 125,000 shares vest on 4/8/24 and 125,000 shares vest on 4/8/25.
- Each RSU represents a contingent right to receive one share of Sphere 3D Corp. common stock.
- 150,000 stock options are vested and exercisable; 225,000 stock options vest on 4/8/23; 187,500 stock options vest on 4/8/24 and 187,500 stock options vest on 4/8/25.

**Remarks:**

The Board of Directors of Sphere 3D Corp. (the "Company") has determined that as of June 30, 2022, the Company was no longer a foreign private issuer. As a result, effective January 1, 2023, the Company is required to comply with the reporting requirements and use the filing forms applicable to U.S. public companies under U.S. securities laws, including reports required under Section 16 of the U.S. Securities Exchange Act of 1934.

By: Denise Garrett For: Patricia Trompeter 01/03/2023

\*\* 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 5 (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.**

