

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) May 6, 2011

Spherix Incorporated

(Exact name of registrant as specified in its charter)

| (State or other jurisdiction of incorporation)      | (Commission File Number) | (I.R.S. Employer Identification No.) |
|---|--------------------------|--------------------------------------|
| Delaware  | 0-5576                   | 52-0849320                           |
| (Address of principal executive offices)            |                          | (Zip Code)                           |
| 6430 Rockledge Drive, Suite 503, Bethesda, Maryland |                          | 20817                                |
| Registrant's telephone number, including area code  | <u>301-897-2540</u>      |                                      |

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8. Other Events.**

On May 6, 2011, Spherix Incorporated (the "Company") filed a Certificate of Amendment to its Certificate of Incorporation, as amended (the "Certificate of Amendment"), to effect a reverse stock split (the "Reverse Stock Split") of the Company's outstanding common stock, par value \$0.005 per share (the "Common Stock"), at an exchange ratio of 1-for-10. As previously announced by the Company, the Reverse Stock Split and the Certificate of Amendment were approved by the Company's Board of Directors on April 15, 2011, pursuant to authority granted by the stockholders of the Company at the Company's November 17, 2009 meeting of stockholders. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

As a result of the Reverse Stock Split, every 10 shares of the Company's issued and outstanding Common Stock were combined into one share of Common Stock, par value, \$0.01 per share. No fractional shares of Common Stock will be issued as a result of the Reverse Stock

Split. Instead, fractional shares that would otherwise result from the Reverse Stock Split will be purchased by the Company based on the closing price of the stock on May 6, 2011.

Trading of the Company's Common Stock on The NASDAQ Capital Market ("NASDAQ") will continue, on a Reverse Stock Split-adjusted basis. To reflect the Reverse Stock Split, NASDAQ will append the fifth character "D" to the Company's ticker symbol for 20 business days, beginning May 9, 2011. During that time, the Company's Common Stock will continue to be listed on NASDAQ and trade under the symbol "SPEXD". The new CUSIP number for the Company's Common Stock following the Reverse Stock Split is 84842R 205.

American Stock Transfer & Trust Company, LLC, the Company's Transfer Agent, will act as Exchange Agent for the Reverse Stock Split. Transmittal letters will be provided to registered holders of the Company's Common Stock providing appropriate instructions.

The primary objective of the Reverse Stock Split is to maintain the Company's listing on NASDAQ by regaining compliance with the minimum share price listing requirement.

On May 6, 2011, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is furnished herewith and attached hereto as Exhibit 99.1.

A copy of the Company's press release announcing the reverse stock split is attached as an Exhibit hereto.

## **Section 9 – Financial Statements and Exhibits**

### **Exhibit Number**

### **Description**

|      |                                 |
|------|---------------------------------|
| 3.1  | Certificate of Amendment        |
| 99.1 | Press Release dated May 6, 2011 |

## **SIGNATURES**

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 hereunto duly authorized.

Spherix Incorporated  
(Registrant)

**By:**

/s/ Robert L. Clayton  
Robert L. Clayton, CFO

Date: May 6, 2011

## CERTIFICATE OF AMENDMENT

### SPHERIX INCORPORATED

Spherix Incorporated, a corporation organized and existing under the Delaware General Corporation Law (the "Corporation"), by virtue of a Certificate of Incorporation filed with the Secretary of State of Delaware on May 1, 1992, as amended by a Certificate of Amendment filed with the Secretary of State of Delaware on May 16, 1996, a Certificate of Amendment filed with the Secretary of State of Delaware on May 30, 2000, and a Certificate of Amendment filed with the Secretary of State of Delaware on May 25, 2001, does hereby certify that:

FIRST: The name of the corporation is Spherix Incorporated.

SECOND: This Certificate of Amendment was duly adopted in accordance with the Secretary of State of the State of Delaware by the Board of Directors and Stockholders of the Corporation. Following action by the Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment. This Certificate of Amendment was duly adopted at said meeting of the Stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That upon the effectiveness of this Certificate of Amendment, the first paragraph of Article FOURTH of the Certificate of Incorporation, as amended, is hereby amended and restated in its entirety such that, as amended, said paragraph shall read in its entirety as follows:

"The total number of shares of stock of all classes which the Corporation shall have authority to issue is Seven Million (7,000,000.00) shares, consisting of Five Million (5,000,000.00) shares of common stock, \$0.01 per share par value, and Two Million (2,000,000) shares of preferred stock, \$0.01 per share par value.

Upon this Certificate of Amendment becoming effective pursuant to the General Corporation Law of the State of Delaware (the

“Effective Date”), each share of common stock, par value \$0.005 per share (the “Old Common Stock”), issued and outstanding immediately before the Effective Date, shall be and hereby is, reclassified as and changed into one-tenth (1/10<sup>th</sup>) of a share of common stock, par value \$0.01 per share (the “New Common Stock”). Each outstanding stock certificate which immediately before the Effective Date represented one or more shares of Old Common Stock shall thereafter, automatically and without the necessity of surrendering the same for exchange, represent the number of whole shares of New Common Stock determined by multiplying the number of shares of Old Common Stock represented by such certificate immediately prior to the Effective Date by one-tenth (1/10<sup>th</sup>), and shares of Old Common Stock held in uncertificated form shall be treated in the same manner. Stockholders who would otherwise be entitled to receive fractional share interests of Common Stock shall instead receive a cash payment equal to the fraction multiplied by the closing sales price of our Common Stock on the effective date.”

IN WITNESS WHEREOF, Spherix Incorporated has caused this certificate to be signed by its Chief Executive Officer as of the 6<sup>th</sup> day of May, 2011.

By:   
Claire L. Kruger, CEO

**SPHERIX ANNOUNCES REVERSE STOCK SPLIT EFFECTIVE MAY 6, 2011**

**BETHESDA, MD (Date) – Spherix Incorporated (NASDAQ: SPEX)**, an innovator in biotechnology for therapy in diabetes, metabolic syndrome and atherosclerosis; and providers of technical and regulatory consulting services to food, supplement, biotechnology and pharmaceutical companies, today announced that it has filed a Certificate of Amendment to its Certificate of Incorporation, as amended, to effect a 1-for-10 reverse stock split of its common stock that will become effective at end of business today. The reverse stock split-adjusted shares of the Company's common stock will begin trading at the start of NASDAQ trading on May 9, 2011. The Company's shares will continue to trade on The NASDAQ Capital Market under the symbol "SPEX", with the fifth character "D" added to the end of the trading symbol for a period of 20 trading days to indicate the reverse stock split has occurred. Thereafter, the Company's symbol will revert to its original symbol "SPEX". A new CUSIP number has been assigned to Spherix' common stock after the reverse stock split becomes effective.

The 1-for-10 reverse stock split will automatically convert all shares of the Company's common stock issued and outstanding to one new share of common stock, par value \$0.01 per share. The reverse stock split, which was approved by the Company's shareholders in November 2009, will reduce the number of shares of the Company's outstanding common stock from approximately 25.6 million, as of the filing date of the Company's most recent Annual Report on Form 10-K, to approximately 2.56 million.

American Stock Transfer & Trust Company, LLC, the transfer agent for the Company, will act as Exchange Agent for the exchange. Stockholders will receive the forms and notices to exchange their existing shares of the Company's common stock for new shares from the Exchange Agent or their broker. Any fractional shares resulting from the reverse stock split will receive a cash payment in lieu of the fractional shares based on the closing price of the stock on May 6, 2011. Further information on the logistics regarding the reverse split can be obtained by contacting American Stock Transfer & Trust Company's shareholder services department at 877 248-6417 or 718 921-8317.

The purpose of the reverse stock split is to raise the per share trading price of the Company's common stock to better enable the Company to maintain the listing of its common stock on The NASDAQ Capital Market ("NASDAQ"). As previously announced, in order to maintain the Company's listing on NASDAQ, on or before May 23, 2011, the Company's common stock must have a closing bid price of \$1.00 or more for a minimum of 10 prior consecutive trading days. If the Company is unable to meet this requirement, the NASDAQ Listing Qualifications Panel will issue a final determination to delist and suspend trading of the Company's common stock. There can be no assurance that the reverse stock split will have the desired effect of raising the closing bid price of the Company's common stock prior to May 23, 2011, to meet this requirement.

**About Spherix**

Spherix Incorporated was launched in 1967 as a scientific research company under the name Biospherics Research. The Company now leverages its scientific and technical expertise and experience through its two subsidiaries – Biospherics Incorporated and Spherix Consulting, Inc. Biospherics is dedicated to development of D-tagatose and recently completed a Phase 3 clinical trial to study the use of D-tagatose as a treatment for Type 2 diabetes. Biospherics is

actively seeking a pharma partner to continue the diabetes development while exploring D-tagatose as a potential treatment for high triglycerides, a risk factor for atherosclerosis, myocardial infarction, and stroke. Spherix's Consulting subsidiary provides scientific and strategic support for suppliers, manufacturers, distributors and retailers of conventional foods, biotechnology-derived foods, medical foods, infant formulas, food ingredients, dietary supplements, food contact substances, pharmaceuticals, medical devices, consumer products and industrial chemicals and pesticides. For more information, please visit [www.spherix.com](http://www.spherix.com).

### **Forward-Looking Statements**

This release contains forward-looking statements which are made pursuant to provisions of Section 21E of the Securities Exchange Act of 1934. Investors are cautioned that such statements in this release, including statements relating to planned clinical study design, regulatory and business strategies, plans and objectives of management and growth opportunities for existing or proposed products, constitute forward-looking statements which involve risks and uncertainties that could cause actual results to differ materially from those anticipated by the forward-looking statements. The risks and uncertainties include, without limitation, risks that product candidates may fail in the clinic or may not be successfully marketed or manufactured, we may lack financial resources to complete development of D-tagatose, the FDA may interpret the results of studies differently than us, competing products may be more successful, demand for new pharmaceutical products may decrease, the biopharmaceutical industry may experience negative market trends, our continuing efforts to develop D-tagatose may be unsuccessful, our common stock could be delisted from the Nasdaq Capital Market, and other risks and challenges detailed in our filings with the U.S. Securities and Exchange Commission, including our current report on Form 8-K filed on October 10, 2007. Readers are cautioned not to place undue reliance on any forward-looking statements which speak only as of the date of this release. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances that occur after the date of this release or to reflect the occurrence of unanticipated events.

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