

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

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): July 24, 2013

**SPHERIX INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>0-5576</u> (Commission File Number)	<u>52-0849320</u> (IRS Employer Identification No.)
7927 Jones Branch Drive, Suite 3125 <u>Tysons Corner, VA</u> (Address of principal executive offices)		<u>22102</u> (Zip Code)

Registrant's telephone number, including area code: (703) 992-9260

(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:

- 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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

The Information in Item 2.01 is hereby incorporated by reference.

#### **ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS.**

On July 24, 2013, Spherix Incorporated (the “Company”) closed on the acquisition of a group of patents in the mobile communication sector (the “Purchased Patents”) from Rockstar Consortium US LP, a Delaware limited partnership (“Rockstar”). In consideration for the Purchased Patents, the Company paid certain consideration to Rockstar, including 176,991 shares of the Company’s Common Stock (the “Shares”). The Shares are subject to a lock-up agreement, subject to certain leak-out provisions, which shall expire on the earlier of (i) six months from the issuance of the Shares and (ii) the date that the Company’s Common Stock achieves a trading volume of at least 50,000 shares per day and a closing price of at least \$13 per share for a period of five consecutive days. The Company has agreed to file a registration statement covering the resale of the Shares with the Securities and Exchange Commission (the “SEC”) within sixty (60) days of the closing of the acquisition and to use its best efforts to cause such registration statement to be declared effective by the SEC within one hundred and twenty (120) days from closing. Rockstar will also be entitled to receive a percentage of future profits after recovery of patent monetization costs and an initial priority return on investment to the Company.

#### **ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.**

The Information in Item 2.01 is hereby incorporated by reference.

The transactions did not involve any underwriters, underwriting discounts or commissions, or any public offering. The issuance of these securities was deemed to be exempt from the registration requirements of the Securities Act of 1933, as amended, by virtue of Section 4(2) thereof, as a transaction by an issuer not involving a public offering.

#### **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

The exhibit listed in the following Exhibit Index is furnished as part of this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated July 29, 2013

**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 thereunto duly authorized.

Date: July 29, 2013

**SPHERIX INCORPORATED**

By: */s/ Harvey Kesner*

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Name: Harvey Kesner

Title: Interim Chief Executive Officer





**SPHERIX CLOSES ROCKSTAR PATENT ACQUISITION TRANSACTION  
AND ENHANCES ITS PATENT PORTFOLIO IN WIRELESS  
COMMUNICATIONS AND TELECOMMUNICATION SECTORS-ROCKSTAR  
ACQUIRES EQUITY STAKE IN SPHERIX-VENTURE TO BE HEADED BY  
SEASONED MONETIZATION EXECUTIVE**

**TYSONS CORNER, VA--(Marketwire – July 29, 2013) - Spherix Incorporated (NASDAQ: SPEX)** an intellectual property development and life sciences company, today announced that it has closed the previously announced agreement to acquire a group of seven patents in the mobile communication sector, from Rockstar Consortium, the owner of over 4,000 patents formerly owned by Nortel Networks.

Under the terms of the agreement, Spherix acquired four families of mobile communication patents in exchange for initial consideration of up-front cash and \$1,000,000 in Spherix common stock issued at \$5.65 per share. Rockstar will also receive a percentage of future profits after recovery of patent monetization costs and an initial priority return on investment to Spherix. The shares are subject to a lockup agreement restricting future sales, subject to the satisfaction of certain price and volume targets.

Spherix Interim CEO Harvey Kesner stated, "We believe that we have entered a new phase of our development and are pleased to announce successful completion of our recent patent and monetization partnership with Rockstar. We have been working with our colleagues at Rockstar to identify opportunities for collaboration between us and this resulted in the selection of this suite of seven patents that cover mobile communication devices. We selected a suite of patents with well documented and easily understandable technology so that we can quickly proceed to seek agreements to support commercialization efforts and enforcement, if required. This acquisition, coupled with our recently announced acquisition of several hundred patents issued to Harris Corporation, allows us to expand our activities in the wireless communications and telecommunication sectors including antenna technology, Wi-Fi, base station functionality, and cellular. Our incoming CEO Anthony Hayes was instrumental in negotiating these contracts and securing appropriate patents for enforcement. As has been widely reported, Anthony is a seasoned monetization executive with numerous 'wins' under his belt, who will oversee our licensing and enforcement efforts and has broad access to patent owners and inventors."

**About Rockstar**

Rockstar Consortium was launched in 2011 as an intellectual property (IP) licensing company. Based on Nortel Networks' groundbreaking innovation engine, Rockstar manages a highly valued patent portfolio relevant to virtually all telecom and high tech services and devices. Rockstar is deeply committed to advancing innovation worldwide through its patent licensing program. To learn more about Rockstar please visit [www.ip-rockstar.com](http://www.ip-rockstar.com).

## **About Spherix**

Spherix Incorporated was launched in 1967 as a scientific research company. Spherix presently offers a diversified commercialization platform for protected technologies. The company continues to work on life sciences and drug development and presently is exploring opportunities in nutritional supplement products relying on its D-Tagatose natural sweetener as a GRAS ingredient. Spherix is committed to advancing innovation by active participation in all areas of the patent market. Spherix draws on portfolios of pioneering technology patents to partner with and support product innovation. Through its recently announced acquisition of several hundred patents issued to Harris Corporation Spherix intends to expand its activities in wireless communications and telecommunication sectors including antenna technology, Wi-Fi, base station functionality, and cellular.

## **Forward Looking Statements**

Certain statements in this press release constitute "forward-looking statements" within the meaning of the federal securities laws. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including without limitation those set forth in the Company's filings with the Securities and Exchange Commission (the "SEC"), not limited to Risk Factors relating to its patent business contained therein. Thus, actual results could be materially different. The Company expressly disclaims any obligation to update or alter statements whether as a result of new information, future events or otherwise, except as required by law.

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#### **Investor Relations**

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