

**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) November 28, 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 5.03 Amendments to Articles of Incorporation or Bylaws: Change in Fiscal Year.**

Effective November 28, 2011, Spherix Incorporated (the "Company") amended its Certificate of Incorporation to increase its authorized capital from 7 million shares to 52 million shares consisting of 50 million shares of Common Stock having a par value of \$0.10 per share and 2 million shares of Preferred Stock having a par value of \$0.10 per share.

The action was approved on November 15, 2011, by the Company's stockholders at the Annual Meeting of Stockholders.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment filed on November 28, 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: December 15, 2011

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 11/28/2011  
FILED 11:30 AM 11/28/2011  
SRV 111234441 - 2296558 FILE

CERTIFICATE OF AMENDMENT

SPHERIX INCORPORATED

Spherix Incorporated, a corporation organized and existing under the Delaware General Corporation Law (the "Corporation"), does hereby certify that:

FIRST: The charter of the Corporation is hereby amended by deleting the first paragraph in Article FOURTH in its entirety and by substituting in lieu thereof the following:

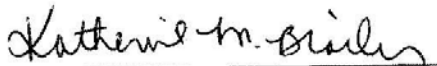
The total number of shares of stock which the corporation has authority to issue is fifty-two million (52,000,000) shares, fifty million (50,000,000) of which shall be Common Stock of the par value of one cent (\$0.01) per share, and two million (\$2,000,000) of which shall be Preferred Stock of the par value of one cent (\$0.01) per share.

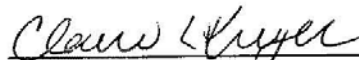
SECOND: The foregoing amendment of the Corporation's charter was duly adopted, pursuant to resolution of its board of directors, at an annual meeting of the stockholders of the Corporation duly called and held upon notice in accordance with Section 222 of the Delaware General Corporation Law at which meeting the necessary number of shares as required by statute were voted in favor of the amendment. Accordingly, the amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, SPHERIX INCORPORATED has caused these presents to be signed in its name and on its behalf by its Chief Executive Officer and its corporate seal to be hereunder affixed and attested by its Secretary on this 15<sup>th</sup> day of November, 2011.

ATTEST:

SPHERIX INCORPORATED

  
Katherine M. Brailer, Secretary

  
Claire L. Kruger, Chief Executive Officer and  
Chief Operating Officer