

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

**FORM 8-K/A**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported) September 21, 2012

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))

**Explanatory Note**

On September 21, 2012, 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 \$0.01 per share (the "Common Stock"), at an exchange ratio of 1-for-20. This amendment to the Form 8-K filed on September 21, 2012 is filed to include Exhibit 99.2 hereto, a table showing the effect of the reverse stock split on the number of shares of common stock authorized, issued and outstanding, and on the number of weighted average shares outstanding, basic and diluted, as reported in the December 31, 2011 Form 10-K and the June 30, 2012 Form 10-Q.

**Section 9 – Financial Statements and Exhibits**

Item 9.01 Financial Statements and Exhibits

**Exhibit  
Number**

**Description**

99.2 Effect of the reverse stock split on the number of shares of common stock authorized, issued and outstanding and on the number of weighted average shares outstanding, basic and diluted, as reported in the December 31, 2011 Form 10-K and the June 30, 2012 Form 10-Q.

**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: September 21, 2012

## Exhibit 99.2

Effect of the reverse stock split on the number of shares of common stock authorized, issued and outstanding and on the number of weighted average shares outstanding, basic and diluted, as reported in the December 31, 2011 Form 10-K and the June 30, 2012 Form 10-Q.

	As Reported		Restated	
	12/31/2011	12/31/2010	12/31/2011	12/31/2010
Common Stock, \$0.01 par value				
Authorized shares	50,000,000	50,000,000	2,500,000	2,500,000
Shares issued	3,103,004	2,143,631	155,150	107,182
Shares outstanding	3,094,961	2,135,588	154,748	106,779
Treasury stock	8,043	8,043	402	402
	Year Ended December 31,		Year Ended December 31,	
	2011	2010	2011	2010
Weighted average shares outstanding, basic and diluted	2,625,691	1,806,132	131,285	90,307
Net loss per share, basic and diluted	\$ (1.32)	\$ (4.28)	\$ (26.37)	\$ (85.67)
Common Stock, \$0.01 par value	6/30/2012		6/30/2012	
Authorized shares	50,000,000		2,500,000	
Shares issued	4,167,820		208,391	
Shares outstanding	4,159,777		207,989	
Treasury stock	8,043		402	
	3 months ended June 30,		3 months ended June 30,	
	2012	2011	2012	2011
Weighted average shares outstanding, basic and diluted	4,159,777	2,562,488	207,989	128,124
Net loss per share, basic and diluted	\$ (0.18)	\$ (0.40)	\$ (3.59)	\$ (7.91)
	6 months ended June 30,		6 months ended June 30,	
	2012	2011	2012	2011
Weighted average shares outstanding, basic and diluted	3,940,898	2,505,568	197,045	125,278
Net loss per share, basic and diluted	\$ (0.48)	\$ (0.50)	\$ (9.66)	\$ (9.97)