

**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) December 20, 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	301-897-2540	

(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 8.01 Other Events.**

On December 20, 2012, the owners of approximately 52% of the issued and outstanding shares of common stock of Spherix Incorporated (the "Company") agreed to temporarily waive the Company's requirement to file a registration statement to register shares of common stock issued and issuable in the Company's November 2012 private placement transaction (the "November Placement").

In connection with the November Placement, the Company entered into a Registration Rights Agreement (the "RRA") in which it agreed to timely file a registration statement for the resale of all shares of common stock issued in the November Placement as well as all shares of common stock issuable pursuant to exercise of warrants issued in the November Placement.

The waiver provides that the Company can defer filing the registration statement until thirty (30) days after being so directed by the holders of a majority of the registrable securities. The waiver also provides for the adjustment of other dates/deadlines set forth in the RRA.

A copy of the Waiver Of Registration Requirement is attached hereto as Exhibit 10.1

**Section 9 – Financial Statements and Exhibits**

Item 9.01 Financial Statements and Exhibits

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
10.1	Waiver Of Registration Requirement

**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 21, 2012

**WAIVER OF REGISTRATION REQUIREMENT**

This Waiver of Registration Requirement (this “Waiver”), dated as of December \_\_\_\_, 2012, is being provided pursuant to Section 6(f) of the Registration Rights Agreement dated as of November 7, 2012 (the “RRA”) between Spherix Incorporated (the “Company”) and the purchasers (the “Purchasers”) of common stock and warrants from the Company in its November 7, 2012 private placement transaction (the “Private Placement”). All undefined capitalized terms contained herein shall have the meanings set forth in the RRA.

The RRA requires the filing of an the Initial Registration Statement in order to register the resale of the securities sold in the Private Placement on or before the Filing Date and to cause such Initial Registration Statement to be declared effective by the Securities and Exchange Commission (the “SEC”) on or before the Effectiveness Date (as such terms are defined in the RRA). The Company has prepared a draft of the Initial Registration Statement and has presented the draft to the Purchasers, as required by the RRA. The undersigned, constituting the Holders of at least 51% of the Registrable Securities, have determined to (i) waive the registration requirement, subject to the new filing obligations set forth below and (ii) waive any and all damages, penalties and defaults related to the Company not filing the Initial Registration Statement on or before the Filing Date and causing such Initial Registration Statement being declared effective by the SEC on or before the Effectiveness Date in accordance with the original terms of the RRA. Additionally, the undersigned Purchasers further agree that:

- The Company will be obligated to file the Initial Registration Statement within thirty (30) calendar days of receipt of written notice to make such filing signed by holders of at least 51% of the Registration Securities(the “Filing Notification”); and
- The Effectiveness Date will hereinafter be defined as ”the ninetieth (90th) calendar day following the date the Company receives the Filing Notification (or in the event of a “full review” by the Commission, the one hundred twentieth (120th) calendar day following the date the Company receives the Filing Notification); and
- All other relevant dates/deadlines set forth in the RRA shall be adjusted consistent with the foregoing.

Except as set forth herein, the RRA and the related transaction documents remain unmodified and in full force and effect. In the event of any inconsistency between the provisions of the RRA or any related transaction document, any or all of which as may have been previously amended, and the provisions of this Waiver, the provisions hereof shall prevail

The undersigned have executed counterpart signature pages to this Waiver.

PURCHASER:

\_\_\_\_\_

By: \_\_\_\_\_

No. Shares Held: \_\_\_\_\_

No. of Warrants Held: \_\_\_\_\_