

**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) August 14, 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))

Section 5 – Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders

The following proposals were submitted to the holders of the common stock (the “Common Stock”) of Spherix Incorporated (the “Company”) for a vote at the Annual Stockholders’ Meeting held on August 14, 2012.

1. Election of six (6) Directors.
2. Authorization to issue securities in one or more non-public offerings in accordance with NASDAQ Marketplace Rule 5635.
3. Amendment of Amended and Restated 1997 Stock Option Plan.

4. To approve an amendment to the Company’s Certificate of Incorporation, as amended (the “Amendment”), which will authorize a reverse stock split of the Company’s issued and outstanding common stock at a ratio to be designated by the Board of Directors within a range of 1:5 to 1:20 and will reduce the number of authorized shares of common stock at a corresponding ratio (the “Reverse Stock Split”).
5. Ratification of the appointment of the independent accountants.

The results of such votes were as follows:

1. The six (6) incumbent directors were re-elected. The following votes were cast in the election of six (6) directors:

| <u>Name of Nominee</u> | <u>Number of Votes Voted For</u> | <u>Number of Votes Withheld</u> |
|-------------------------|--------------------------------------|-------------------------------------|
| Douglas T. Brown | 995,431 | 346,895 |
| Claire L. Kruger | 992,176 | 350,150 |
| Robert A. Lodder, Jr. | 991,282 | 351,044 |
| Aris Melissaratos | 995,611 | 346,715 |
| Thomas B. Peter | 995,331 | 346,995 |
| Robert J. Vander Zanden | 995,431 | 346,895 |

2. Authorization to issue securities in one or more non-public offerings in accordance with NASDAQ Marketplace Rule 5635:

| <u>Number of Votes Voted For</u> | <u>Number of Votes Voted Against</u> | <u>Number of Votes Abstaining</u> | <u>Number of Broker Non-Votes</u> |
|--------------------------------------|--|---------------------------------------|---------------------------------------|
| 699,970 | 620,931 | 21,425 | 1,877,156 |

3. Amendment of Amended and Restated 1997 Stock Option Plan:

| <u>Number of Votes Voted For</u> | <u>Number of Votes Voted Against</u> | <u>Number of Votes Abstaining</u> | <u>Number of Broker Non-Votes</u> |
|--------------------------------------|--|---------------------------------------|---------------------------------------|
| 763,168 | 553,868 | 25,290 | 1,877,156 |

4. To approve an amendment to the Company’s Certificate of Incorporation, as amended (the “Amendment”), which will authorize a reverse stock split of the Company’s issued and outstanding common stock at a ratio to be designated by the Board of Directors within a range of 1:5 to 1:20 and will reduce the number of authorized shares of common stock at a corresponding ratio (the “Reverse Stock Split”):

| <u>Number of Votes Voted For</u> | <u>Number of Votes Voted Against</u> | <u>Number of Votes Abstaining</u> | <u>Number of Broker Non-Votes</u> |
|--------------------------------------|--|---------------------------------------|---------------------------------------|
| 2,276,298 | 907,947 | 25,218 | 10,019 |

5. Ratification of the appointment of the independent accountants:

| <u>Number of Votes Voted For</u> | <u>Number of Votes Voted Against</u> | <u>Number of Votes Abstaining</u> | <u>Number of Broker Non-Votes</u> |
|--------------------------------------|--|---------------------------------------|---------------------------------------|
| 2,658,791 | 494,118 | 66,573 | 0 |

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/ Claire L. Kruger
Claire L. Kruger
CEO and COO

Date: August 20, 2012