

**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) January 14, 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))

**Section 5 - Corporate Governance and Management**

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) Gilbert V. Levin has provided Spherix Incorporated (the "Company") notice that he will resign as a member of the Board of Directors of Spherix Incorporated (the "Company") no later than mid-February, 2011.

(e) On January 14, 2011, the Company entered into a verbal agreement with Gilbert V. Levin and M. Karen Levin pursuant to which the Company agreed to make a one time lump sum payment to the Levins in full satisfaction of the Company's obligation to make a series of

continuing payments to the Levins relating to their prior employment by the Company. The \$450,000 lump sum payment will be made to the Levins by mid-February, 2011.

### **Section 7 – Regulation FD**

On January 14, 2011, Biospherics Incorporated, a wholly-owned subsidiary of the Company, filed a Complaint For Injunction Relief And Damages in The United States District Court For The District Of Maryland against INALCO S.p.A. (the “Complaint”). The Complaint alleges that Inalco has breached the previously-announced 2009 Manufacturing Support and Supply Agreement as INALCO has (i) refused to supply D-tagatose previously paid for by Biospherics, (ii) refused to provide a promised bank guarantee, and (iii) shut-down its D-tagatose production facilities. Biospherics has requested an order enjoining INALCO from selling or transferring D-tagatose in INALCO’s possession prior to satisfying its obligation to Biospherics as well as an award of compensatory and punitive damages.

### **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: January 14, 2011