

**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) April 13, 2009

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, MD		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; Compensation Arrangements of Certain Officers.

A. Paul Cox, Jr., an independent director of Spherix Incorporated (the “Company”) since 2004, died on April 13, 2009. In addition, Mr. Cox served as Chairman of the Board; Chairman of the Executive and Strategic Planning Committees; and as a member of the Audit and Compensation Committees.

Spherix’s Board of Directors has elected Dr. Robert J. Vander Zanden to serve as Interim Chairman of the Board until the 2009 Annual Shareholders Meeting, following which the Board will elect a new slate of Corporate Officers to serve for the 2009-2010 term. Mr. Aris

Melissaratos, an independent director, has agreed to join the Audit Committee, effective immediately. All other committees will remain as they are until the 2009 Annual Shareholders Meeting, following which the Chairman of the Board will assign new committees for the 2009-2010 term.

On April 17, 2009, the Company issued a press release reporting the death of Mr. Cox. A copy of the press release is attached hereto as Exhibit 99.1.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press Release dated April 17, 2009

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: April 17, 2009



SPHERIX INCORPORATED ANNOUNCES THE DEATH OF A. PAUL COX, JR., CHAIRMAN OF THE BOARD

Bethesda, MD. April 17, 2009 - Spherix Incorporated (NASDAQ: SPEX), an innovator in biotechnology and a provider of technical and regulatory consulting services to food, supplement, biotechnology and pharmaceutical companies, today regretfully announced the death of its Chairman, A. Paul Cox, Jr. Mr. Cox passed away on Monday, April 13, 2009, at the age of 71.

Mr. Cox, a Board Member since 2004, was elected Chairman of the Board in 2007. In addition, Mr. Cox served as Chairman of the Executive and Strategic Planning Committees, and as a member of the Audit and Compensation Committees.

Spherix's Board of Directors has elected Dr. Robert J. Vander Zanden to serve as Interim Chairman of the Board until the 2009 Annual Shareholders Meeting, following which the Board will elect a new slate of Corporate Officers to serve for the 2009-2010 term.

"All of us at Spherix mourn the loss of our chairman, Paul Cox, whose leadership has been invaluable during Spherix's period of evolution over the past several years," said Dr. Claire L. Kruger, Spherix's CEO, "Paul's outstanding guidance will be sorely missed."

About Spherix

Spherix Incorporated was launched in 1967 as a scientific research company, under the name Biospherics Research. The company now leverages its scientific and technical expertise and experience through its two subsidiaries—Biospherics Incorporated and Spherix Consulting, Inc. Biospherics is currently running a Phase 3 clinical trial to study the use of Naturlose as a treatment for Type 2 diabetes. Its Spherix Consulting subsidiary provides scientific and strategic support for suppliers, manufacturers, distributors and retailers of conventional foods, biotechnology-derived foods, medical foods, infant formulas, food ingredients, dietary supplements, food contact substances, pharmaceuticals, medical devices, consumer products, and industrial chemicals and pesticides. For more information, please visit www.spherix.com.

Forward-Looking Statements

This release contains forward-looking statements which are made pursuant to provisions of Section 21E of the Securities Exchange Act of 1934. Investors are cautioned that such statements in this release, including statements relating to planned clinical study design, regulatory and business strategies, plans and objectives of management and growth opportunities for existing or proposed products, constitute forward-looking statements which involve risks and uncertainties that could cause actual results to differ materially from those anticipated by the forward-looking statements. The risks and uncertainties include, without limitation, risks that product candidates may fail in the clinic or may not be successfully marketed or manufactured, we may lack financial resources to complete development of Naturlose, the FDA may interpret the results of studies differently than us, competing products may be more successful, demand for new pharmaceutical products may decrease, the biopharmaceutical industry may experience negative market trends, our continuing efforts to develop Naturlose may be unsuccessful, our common stock could be delisted from the Nasdaq Capital Market, and other risks and challenges detailed in our filings with the U.S. Securities and Exchange Commission, including our current report on Form 8-K filed on October 10, 2007. Readers are cautioned not to place undue reliance on any forward-looking statements which speak only as of the date of this release. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances that occur after the date of this release or to reflect the occurrence of unanticipated events.