

**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) May 12, 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.

Thomas B. Peter has been elected as an independent member of Spherix's Board of Directors. Following an in-depth search, Spherix's Nominating Committee selected Mr. Peter based on his lengthy career in the pharmaceutical industry, including direct experience with Avandia, a diabetes drug. Mr. Peter has spent more than 33 years working at GlaxoSmithKline, where he was most recently a Regional Vice President. He also held numerous positions across the sales and marketing functions, and was actively involved in the promotion of Avandia and the subsequent combinations of Avandia with metformin and a sulfonylurea from the time of

their respective market introductions. Mr. Peter will also serve on Spherix's Compensation and Nominating Committees.

Spherix's Board of Directors has elected Dr. Robert J. Vander Zanden to serve as Chairman of the Board. Dr. Vander Zanden was previously elected Interim Chairman following the death of its former Chairman, A. Paul Cox, Jr., earlier this year. Dr. Vander Zanden joined the Board in 2004 following his retirement from Kraft Foods International, after having served in two Vice President positions.

Spherix's Board of Directors also confirmed continuation of the compensation payable to its independent members without change in the amount or composition of the compensation. The annual retainer and restricted stock awards will be payable at the annual May Board meetings. A summary of this compensation package is attached hereto as Exhibit 10.1.

## **Section 9 – Financial Statements and Exhibits**

Item 9.01. Financial Statements and Exhibits

Exhibit 10.1 – Spherix Independent Board of Directors Compensation

### **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: May 14, 2009

**Spherix Independent Board of Directors Compensation**

*(Approved by the Board on 5/12/09)*

Below is the Compensation Committee's recommendation regarding annual compensation for outside, independent Board of Directors:

Annual Retainer	\$5,000	To be paid in cash at May Board Meeting annually.
Stock Awards	\$10,000	To be calculated by dividing \$10,000 by the closing stock price the day the Stock Awards are granted; and at the May Board Meeting annually thereafter. The shares will be granted upon approval of the Board; however, the shares will be restricted and instructions will be given to the stock transfer agent that the shares may not be transferred until the one year anniversary of the Board Member's departure from the Board.
Board Meeting Fees	\$2,500	To be paid for all in-person Board Meetings. Members must be present to be paid.
Committee Meeting Fees	\$800	To be paid for all in-person Committee Meetings. Members must be present to be paid.
Teleconference Fees	\$300	To be paid for all teleconferences called by either the Chairman of the Board, the President, or by the Chairman of the relevant Committee. Members must be on-line to be paid.
Additional Retainer	\$1,000	To be paid to the Chairman of the Audit Committee.