

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 18, 2009

SPHERIX® INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware	0-5576	52-0849320
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
6430 Rockledge Drive, Suite 503, Bethesda, MD		20817
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code	<u>301-897-2540</u>	

Not Applicable

(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 3 – Securities and Trading Markets.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard;
Transfer of Listing.

Spherix Incorporated (the “Company”) has fully regained compliance with the requirements for continued listing on the Nasdaq Capital Market as described below.

Independent Director Requirement

On May 18, 2009, the Company received notification from Nasdaq confirming that the Company has regained compliance with the independent director requirement for continued listing on Nasdaq under Listing Rule 5605(b)(1). Nasdaq’s determination was based on the Company’s appointment of Thomas B. Peter to the Company’s Board of Directors as reported in the Company’s Current Report Form 8-K filed on May 14, 2009. In the letter, Nasdaq stated that this matter is now closed.

On April 17, 2009, the Company reported in the Current Report on Form 8-K filed with the Securities and Exchange Commission, that Mr. A. Paul Cox, Jr., one of our independent directors, passed away on April 13, 2009. On April 23, 2009, Nasdaq notified the Company that the Company no longer complied with Nasdaq Listing Rule 5605, which requires that a majority of the board of directors be comprised of independent directors.

Minimum Bid Price Requirement

On May 20, 2009, the Company received notification from Nasdaq confirming that it has regained compliance with the minimum bid price requirement for continued listing on Nasdaq under Listing Rule 5550(a)(2). In the letter, Nasdaq stated that this matter is now closed.

On July 21, 2008, Nasdaq notified the Company that its common stock failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive business days as required by the Nasdaq Listing Rules. In October 2008, Nasdaq suspended enforcement of the minimum bid price and market value of publicly held shares requirements through January 16, 2009. On December 19, 2008, Nasdaq extended its suspension of the requirements until April 20, 2009 and on March 24, 2009 Nasdaq again extended the suspension until July 20, 2009.

Section 9 – Financial Statements and Exhibits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Company dated May 22, 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:

Claire L. Kruger
CEO

Robert L. Clayton
CFO

Date: March 22, 2009



Investor Relations
 Phone: (301) 897-2564
 Email: info@spherix.com

SPHERIX REGAINS FULL NASDAQ COMPLIANCE

Bethesda, MD, May 22, 2009 - Spherix Incorporated (NASDAQ CM: SPEX), an innovator in biotechnology for diabetes therapy and a provider of technical and regulatory consulting services to food, supplement, biotechnology and pharmaceutical companies, today announced that it has fully regained compliance with all requirements for continued listing on the NASDAQ Capital Market as described below.

Independent Director Requirement

On May 18, 2009, the Company received notification from NASDAQ confirming that it has regained compliance with the independent director requirement. NASDAQ's determination was based on the Company's appointment of Thomas B. Peter to the Company's Board of Directors. Mr. Peter has spent more than 33 years working at GlaxoSmithKline, where he was most recently a Regional Vice President.

Mr. A. Paul Cox, Jr., one of Spherix's independent directors, passed away on April 13, 2009. On April 23, 2009, NASDAQ had notified the Company that it was no longer in compliance with the NASDAQ Listing, which requires that a majority of the board of directors be composed of independent directors.

Minimum Bid Price Requirement

On May 20, 2009, the Company received notification from NASDAQ confirming that it has regained compliance with the minimum bid price requirement.

On July 21, 2008, NASDAQ had notified the Company that its common stock failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive business days as required by the NASDAQ Listing Rules.

The above matters are now closed and the Company currently complies with all applicable standards for continued listing on the NASDAQ Capital Market.

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.