

**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) July 2, 2008

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 #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 1 – Registrant's Business and Operations.

Item 1.01. Entry into a Material Definitive Agreement.

On July 2, 2008, Gilbert V. Levin ("Gilbert Levin"), M. Karen Levin ("Karen Levin") and Spherix Incorporated (the "Company") entered into a letter agreement confirming and clarifying certain matters regarding the retirements of Gilbert Levin and Karen Levin. A copy of the letter agreement is attached hereto as Exhibit 10.1.

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.

On July 2, 2008, Gilbert Levin, Director of Science and Technology of the Company announced that he would retire from the Company effective August 14, 2008. Gilbert Levin will remain a member of the Board of Directors of the Company.

Section 9 – Financial Statements and Exhibits.

Exhibit 10.1- Letter Agreement dated June 24, 2008, and fully executed on July 2, 2008.

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

Date: July 8, 2008



June 24, 2008

Gilbert V. Levin
M. Karen Levin
3180 Harness Creek Road
Annapolis, Maryland 21401

Dear Gil and Karen:

This letter will evidence the agreements we discussed previously.

We have agreed to confirm and clarify our prior agreements set forth in the G.V. Levin Exit Agreement (March 2004) and the Exit Agreement For M. Karen Levin (November 2005). Accordingly, the following provisions supersede the prior exit agreements:

1. Karen has retired as an employee of Spherix as of January 4, 2006. Gil will retire as an employee of Spherix effective as of August 14, 2008.
2. Each of Gil and Karen will be provided lifetime payments of \$12,500 each quarter following their respective retirements.
3. Each of Gil and Karen have Consulting Agreements with Spherix which will remain in full force and effect.
4. All prior stock options and awards will remain unchanged.
5. Through August 13, 2011, Gil and Karen will continue to be provided suitable office space at Spherix's headquarters office upon providing prior notice of the need to use such space.
6. Through August 13, 2011, Gil and Karen will be provided appropriate secretarial assistance upon providing prior notice of the need for such assistance.
7. Gil and Karen have been provided cell phones and computers for their home offices, and Spherix will continue to supply these and support them until August 13, 2011.
8. Spherix will make lump sum service award payments of \$15,000 to each of Gil and Karen upon Gil's retirement in August 2008.
9. Spherix will defend Gil and Karen from all lawsuits filed resulting from legitimate actions taken by him or her on behalf of Spherix.
10. Spherix confirms its Resolution of February 19, 1998 concerning long-term care insurance and health insurance for Gil and Karen.

11. Gil has been given full title to all Spherix files on the Viking Mission to Mars, the files on the life detection methods he developed, and title to the related developmental instruments.

12. Gil has been granted title to the watercolor painting by Williard Bond that previously hung in his office.

13. The above supersedes and replaces all previous agreements concerning Spherix's obligations to Gil and Karen concerning their employment, including but not limited to employment and retirement plan agreements as well as the above described exit agreements.

14. As is the case with respect to other members of the Board of Directors of Spherix, Gil and Karen will not make statements regarding Spherix to government agencies, investment institutions and the press/external news agencies as Spherix management will continue to be responsible for these matters.

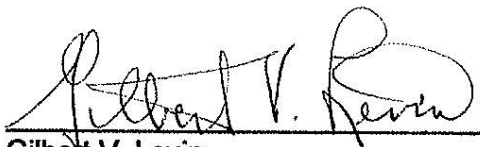
Please sign and return this letter evidencing your agreement with the foregoing.

Sincerely,



Robert J. Vander Zanden, on behalf of the
remainder of the Board of Directors of
Spherix Incorporated

AGREED:



Gilbert V. Levin



M. Karen Levin