

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) November 7, 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, Suite 503, Bethesda, Maryland		20817
Registrant's telephone number, including area code	301-897-2540	

(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.**

On November 7, 2008, Spherix Incorporated (the “Company”) received written notification from The NASDAQ Stock Market (“NASDAQ”) advising the Company that NASDAQ has approved the Company’s application to transfer the listing of its common stock from the NASDAQ Global Market to the NASDAQ Capital Market. The Company’s common stock will begin to trade on the NASDAQ Capital Market at the opening of trading on November 11, 2008.

The Company applied to transfer to the NASDAQ Capital Market to conform to the continued listing requirements of NASDAQ.

The Company has issued a press release dated November 10, 2008, reporting the anticipated transfer to the NASDAQ Capital Market. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by November 10, 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: November 10, 2008

For additional information, contact  
Investor Relations, (301) 897-2564  
Email: [info@spherix.com](mailto:info@spherix.com)

November 10, 2008

## **SPHERIX TRANSFERS STOCK LISTING TO NASDAQ CAPITAL MARKET**

BETHESDA, MD, Spherix Incorporated (Nasdaq:SPEX) reported that the Nasdaq Stock Market has approved its application to transfer the listing of its common stock from the Nasdaq Global Market to the Nasdaq Capital Market. The common stock is expected to commence trading on the Nasdaq Capital Market on November 11, 2008.

The Nasdaq Capital Market is one of three market tier designations for Nasdaq-listed stocks, and presently includes over 550 companies. Spherix's trading symbol will continue to be "SPEX". Securities listed on the Nasdaq Capital Market must satisfy all applicable qualification requirements for Nasdaq securities and all companies listed on the Nasdaq Capital Market must meet certain financial requirements and adhere to Nasdaq's corporate governance standards. Spherix applied to transfer to the Nasdaq Capital Market to conform to the continued listing requirements of Nasdaq.

Spherix continues to have until April 23, 2009 to achieve compliance with Nasdaq's \$1.00 per share minimum price requirement. A special meeting of the stockholders of Spherix will be held on November 17, 2008 to vote on a proposal to authorize a reverse stock split of the common stock within a range of 1:5 to 1:20. If approved, the Board of Directors will have the authority to determine, in its discretion, the actual ratio of the reverse stock split and when and if such reverse stock split should be implemented. The Board would have the authority to implement the reverse stock split at any time within twelve (12) months of the special stockholders meeting.

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Certain statements contained herein are "forward looking" statements as defined in the Private Securities Litigation Reform Act of 1995. Because such statements include risks and uncertainties, actual results may differ materially from those expressed or implied. Factors that could cause actual results to differ materially from those expressed or implied include, but are not limited to, those discussed in filings by the Company with the Securities and Exchange Commission, including the filing on Form 8-K made on October 10, 2007.

Spherix's mission is to create value and increase shareholder wealth through innovations that benefit our clients and the human condition. Spherix offers innovations in biotechnology, and provides technical and regulatory consulting services to biotechnology and pharmaceutical companies.

Our Internet address is [www.spherix.com](http://www.spherix.com)

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