

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 17, 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))

**Item 8.01 Other Events.**

On November 19, 2008, Spherix Incorporated (the "Company") issued a press release announcing that, at a special meeting of stockholders held on November 17, 2008, the Company's stockholders voted to approve an amendment to the Company's Certificate of Incorporation, as amended, to (a) effect a reverse stock split of the Company's outstanding common stock of not less than 1-for-5 and not more than 1-for-20 (with the exact ratio to be set within that range by the Board of Directors without further approval by stockholders); and (b) decrease the total number of shares of common stock that the Company is authorized to issue in a proportionate manner.

The Board of Directors will be assessing the appropriateness and size of a reverse stock split. If a reverse stock split is approved by the Board of Directors, the result would be that a specific number of shares of common stock between and including five (5) and twenty (20) would be combined into one (1) share of common stock. The Board or Directors has the authority to implement the reverse stock split at any time within twelve (12) months of the special stockholders meeting.

As a result of the NASDAQ's recent suspension of enforcement of its minimum price requirement, the Company has until April 23, 2009 to achieve compliance with the \$1.00 per share minimum price requirement. Accordingly, it is expected that the Board of Directors will defer action on the reverse stock split until early 2009.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release issued by Spherix Incorporated on November 19, 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 17, 2008

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

November 19, 2008

## **SPHERIX STOCKHOLDERS AUTHORIZE POTENTIAL REVERSE STOCK SPLIT**

BETHESDA, MD, Spherix Incorporated (Nasdaq:SPEX) reported that at a special meeting of stockholders held on November 17, 2008, the stockholders authorized the Board of Directors to effect a reverse split of its common stock at any time within the next twelve (12) months at a ratio ranging from 1:5 to 1:20. The Board of Directors will be assessing the appropriateness and size of a reverse split. If a reverse split is approved by the Board of Directors, the result would be that a specific number of shares of common stock between five (5) and twenty (20) would be combined into one (1) share of common stock.

As a result of Nasdaq's recent suspension of enforcement of its minimum price requirement, the Company has until April 23, 2009 to achieve compliance with the \$1.00 per share minimum price request. Accordingly, it is expected that the Board of Directors will defer action on the reverse stock split until early 2009.

"We are pleased with the support of our stockholders in authorizing the Board to affect a reverse split, and the confidence that it represents in Spherix going forward," said Claire Kruger, Spherix's CEO."

Spherix also reported that it has now received the final \$2 million escrow payment related to the sale of its InfoSpherix subsidiary last year.

---

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)

# # # # #