

SPHERIX INC
Form 8-K
November 23, 2009

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, 2009**

Spherix Incorporated

(Exact name of registrant as specified in its charter)

(State or other jurisdiction
of incorporation)

Delaware

(Commission
File Number)

0-5576

(I.R.S. Employer
Identification No.)

52-0849320

(Address of principal executive offices)
6430 Rockledge Drive #503, Bethesda, Maryland

(Zip Code)
20817

Registrant's telephone number, including area code **301-897-2540**

(Former name or former address, if changed since last report.)

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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))
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Section 5 Corporate Governance and Management

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On November 17, 2009, the Company's Board of Directors approved amendments to the Company's bylaws. The amendments are effective immediately and are included in an amendment and restatement of the bylaws.

The amendments modify the advance notice provisions of the former bylaws by:

(i) increasing the prior notice a stockholder must provide the Company if such stockholder intends to nominate one or more directors at an appropriate stockholders meeting;

(ii) setting forth standards for advance notice when the annual stockholders meeting is accelerated or delayed from the date of the meeting in the prior year; and

(iii) instituting a requirement that a stockholder must provide advance notice in order to bring any other matter before a stockholders meeting.

The foregoing description of the amendment to the bylaws is qualified in its entirety by the actual terms of the Amended and Restated Bylaws of Spherix Incorporated (2009), a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

3.1 Amended And Restated By-Laws of Spherix Incorporated (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:

/s/ Robert L. Clayton
Robert L. Clayton
Chief Financial Officer

Date: November 19, 2009