

SPHERIX INC  
Form 8-K/A  
September 28, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **September 21, 2012**

**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, Suite 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.)

## Edgar Filing: SPHERIX INC - Form 8-K/A

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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**Explanatory Note**

On September 21, 2012, Spherix Incorporated (the Company ) filed a Certificate of Amendment to its Certificate of Incorporation, as amended (the Certificate of Amendment ), to effect a reverse stock split (the Reverse Stock Split ) of the Company s outstanding common stock, par value \$0.01 per share (the Common Stock ), at an exchange ratio of 1-for-20. This amendment to the Form 8-K filed on September 21, 2012 is filed to include Exhibit 99.2 hereto, a table showing the effect of the reverse stock split on the number of shares of common stock authorized, issued and outstanding, and on the number of weighted average shares outstanding, basic and diluted, as reported in the December 31, 2011 Form 10-K and the June 30, 2012 Form 10-Q.

**Section 9 Financial Statements and Exhibits**

Item 9.01 Financial Statements and Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.2	Effect of the reverse stock split on the number of shares of common stock authorized, issued and outstanding and on the number of weighted average shares outstanding, basic and diluted, as reported in the December 31, 2011 Form 10-K and the June 30, 2012 Form 10-Q.

**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, CFO

Date: September 21, 2012