

SPHERIX INC
Form 4/A
January 30, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person
Hayes Anthony

(Last) (First) (Middle)

C/O SPHERIX
INCORPORATED, 7927 JONES
BRANCH DRIVE, SUITE 3125

(Street)

TYSONS CORNER, VA 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPHERIX INC [SPEX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
01/29/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options	\$ 5.83	01/28/2014	A	75,000	01/28/2014 ⁽¹⁾	01/28/2019	Common Stock	75,000
Options	\$ 5.83	01/28/2014	A	300,000 ⁽⁵⁾	01/28/2014 ⁽⁶⁾	01/28/2019	Common Stock	300,000 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayes Anthony C/O SPHERIX INCORPORATED 7927 JONES BRANCH DRIVE, SUITE 3125 TYSONS CORNER, VA 22102			CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Anthony Hayes
Date: 01/30/2014

Signature of Reporting Person: _____ Date: _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 50% of the 75,000 options granted on January 28, 2014 vest immediately and the remaining 50% shall vest January 28, 2015, provided that Mr. Hayes is not removed as a director for cause.
- (2) Issued in connection with the Company's January 28, 2014 option grants to each sitting director.
- (3) Includes 562,500 previously issued options and 300,000 options issued January 28, 2014.
- (4) Original filing showed 1,237,500 and has been corrected.
- (5) Original filing showed 600,000 and has been corrected.
- (6) The options will vest pursuant to performance targets to be provided.
- (7) Issued as consideration for reaching performance targets in 2013.
- (8) Includes 562,500 previously issued options and 75,000 options issued January 28, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.