

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Mark one

/ / QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended January 31, 1996

/ / or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-9974

ENZO BIOCHEM, INC.

-----  
(Exact name of registrant as specified in its charter)

New York

13-2866202

-----  
(State or other jurisdiction  
of incorporation or organization)

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

60 Executive Blvd., Farmingdale, New York

11735

-----  
(Address of principal executive office)

-----  
(Zip Code)

(516) 755-5500

-----  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$0.01 par value

The American Stock Exchange

-----  
(Title of Class)

-----  
(Name of each Exchange on which Registered)

Securities registered pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant has required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No  
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As of March 1, 1996 the Registrant had 21,504,500 shares of Common Stock outstanding.

ENZO BIOCHEM, INC.

FORM 10-Q

January 31, 1996

INDEX

PAGE  
NUMBER  
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Item 1. Financial Statements	
Consolidated Balance Sheet - January 31, 1996 and July 31, 1995	3
Consolidated Statement of Operations For the six months ended January 31, 1996 and 1995	5
Consolidated Statement of Operations For the three months ended January 31, 1996 and 1995	6
Consolidated Statement of Cash Flows For the six months ended January 31, 1996 and 1995	7
Notes to Consolidated Financial Statements	9
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	11
PART II - OTHER INFORMATION	14

2

ENZO BIOCHEM, INC.  
PART 1 - FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED BALANCE SHEET

<TABLE>  
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	January 31, 1996 (unaudited)	July 31, 1995
	-----	
	(in thousands)	
A S S E T S		
<S>	<C>	<C>
Current assets:		
Cash and cash equivalents	\$16,369	\$11,068
Accounts receivable, less allowance for doubtful accounts	12,550	10,914
Current portion of note receivable - litigation settlement	5,000	5,000
Inventories	2,408	2,198
Other	935	1,077
	---	----
Total current assets	37,262	30,257
	-----	-----
Property and equipment, at cost, less accumulated depreciation and amortization	13,635	13,892
Long term portion of note receivable -- litigation settlement	8,521	13,121
Cost in excess of fair value of net tangible assets acquired, less accumulated amortization	9,860	10,046
Deferred patent costs, less accumulated amortization	4,916	4,971
Other	168	171
	-----	-----
	\$74,362	\$72,458
	-----	-----
	-----	-----

</TABLE>

See accompanying notes

3

ENZO BIOCHEM, INC.  
LIABILITIES AND STOCKHOLDERS' EQUITY

<TABLE>  
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	January 31, 1996 (unaudited)	July 31, 1995
	-----	
	(in thousands)	
<S>	<C>	<C>

## Current liabilities:

Trade accounts payable	\$ 1,445	\$ 1,580
Accrued legal fees	982	922
Income taxes payable	476	1,074
Other accrued expenses	1,841	2,147
Current portion of long-term debt	33	32
Current portion of obligations under capital leases	39	53
	--	--
Total current liabilities	4,816	5,808
	-----	-----
Long-term debt	65	81
Obligations under capital lease	4,730	4,617
Other deferred liabilities	920	840
Stockholders' equity:		
Preferred Stock, \$.01 par value; authorized 25,000,000 shares no shares issued or outstanding		
Common Stock, \$.01 par value; authorized 75,000,000 shares; shares issued and outstanding; 21,499,500 shares at January 31, 1996 and 21,334,600 shares at July 31, 1995	215	213
Additional paid-in capital	82,861	81,605
Accumulated deficit	(19,245)	(20,706)
	-----	-----
Total stockholders' equity	63,831	61,112
	-----	-----
	\$74,362	\$72,458
	-----	-----
	-----	-----

&lt;/TABLE&gt;

See accompanying notes

4

ENZO BIOCHEM, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS (Unaudited)

<TABLE>  
<CAPTION>

	Six Months Ended January 31,	
	-----	
	1996	1995
	-----	
	(In thousands, except per share data)	
	<C>	<C>
Revenues:		
Operating revenues	\$16,564	\$15,069
Costs and expenses:		
Cost of sales and diagnostic services	7,058	6,897
Research and development expenses	1,275	1,022
Selling expenses	1,281	1,331
Provision for uncollectable accounts receivable	1,354	1,097
General and administrative expenses	4,229	3,721
Litigation settlement, net of legal fees	--	(21,000)
	-----	-----
	15,197	(6,932)
	-----	-----
Income before interest and provision for income taxes	1,367	22,001
Interest income - net of expense	764	309
	---	---
Income before provision for income taxes	2,131	22,310
Provision for income taxes	(670)	(3,030)
	-----	-----
Net income	\$ 1,461	\$19,280
	-----	-----
	-----	-----
Net income per common and equivalent share	\$.07	\$.88
	----	----
	----	----
Weighted average common shares	22,428	21,848
	-----	-----
	-----	-----

&lt;/TABLE&gt;

See accompanying notes

5

ENZO BIOCHEM, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS (Unaudited)

<TABLE>  
<CAPTION>

	Three Months Ended January 31,	
	1996	1995
	(In thousands, except per share data)	
	<C>	<C>
Revenues:		
Operating revenues	\$8,008	\$7,041
Costs and expenses:		
Cost of sales and diagnostic services	3,377	3,347
Research and development expenses	690	562
Selling expenses	676	731
Provision for uncollectable accounts receivable	584	565
General and administrative expenses	2,258	1,587
	-----	-----
	7,585	6,792
	-----	-----
Income before interest and provision for income taxes	423	249
Interest income - net of expense	387	311
	---	---
Income before provision for income taxes	810	560
Provision for income taxes	(253)	(15)
	----	----
Net income	\$557	\$545
	----	----
	----	----
Net income per common and equivalent share	\$0.02	\$0.02
	----	----
	----	----
Weighted average common shares	22,398	21,815
	-----	-----
	-----	-----

</TABLE>

See accompanying notes

6

ENZO BIOCHEM, INC.  
CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)

<TABLE>  
<CAPTION>

	Six Months Ended January 31,	
	1996	1995
	(In thousands)	
	<C>	<C>
Cash flows from operating activities:		
Net income	\$1,461	\$19,280
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	452	433
Amortization of cost in excess of fair value of tangible assets acquired	186	185
Amortization of deferred patent costs	240	240
Provision for uncollectable accounts receivable	1,354	1,097
Expenses related to leasehold	130	--
Prepaid expenses converted into legal fees		

from previously issued stock	47	--
Issuance of stock for employee pension contribution	95	--
Deferred income tax provision	--	3,000
Change in assets and liabilities:		
Note receivable - litigation settlement	4,600	(17,650)
Research contract receivable	--	6,500
Accounts receivable before provision for uncollectable amounts	(2,989)	(2,327)
Inventories	(210)	(115)
Prepaid expense and other assets	47	133
Trade accounts payable and other accrued expenses	(441)	(2,087)
Accrued legal fees	60	2,453
Income taxes payable	(598)	--
Deferred liabilities	80	(68)
Accrued interest payable	--	(30)
	-----	-----
	3,053	(8,236)
	-----	-----
Net cash provided by operating activities	\$4,514	\$11,044
	-----	-----

</TABLE>

ENZO BIOCHEM, INC.  
CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)

<TABLE>  
<CAPTION>

	Six Months Ended January 31,	
	1996	1995
	(In thousands)	
	-----	-----
<S>	<C>	<C>
Cash flows from investing activities:		
Capital expenditures	(195)	(\$727)
Patent costs deferred	(137)	(173)
Decrease in security deposit	3	52
	-----	-----
Net cash used in investing activities	(329)	(848)
	-----	-----
Cash flows from financing activities:		
Payment of bank debt	--	(2,020)
Payments of obligations under capital lease	(46)	(44)
Proceeds from stock options	1,162	55
Payment of Debenture Bonds	--	(62)
	-----	-----
Net cash (used) provided by financing activities	1,116	(2,071)
	-----	-----
Net increase in cash and cash equivalents	5,301	8,125
Cash and cash equivalents at the beginning of the year	11,068	4,151
	-----	-----
Cash and cash equivalents at the end of the period	\$16,369	\$12,276
	-----	-----
	-----	-----

</TABLE>

8

ENZO BIOCHEM, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
January 31, 1996  
(Unaudited)

1. The consolidated balance sheet as of January 31, 1996, the consolidated statement of operations for six months ended January 31, 1996 ("1996 Period") and 1995 ("1995 Period") and the consolidated statement of cash flows for the six months ended January 31, 1996 and 1995 have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at January 31, 1996 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. It is suggested that these financial statements be read in conjunction with the consolidated financial statements and notes

thereto included in the Company's 1995 Annual Report on Form 10-K. The results of operations for the six months ended January 31, 1996 are not necessarily indicative of the results that may be expected for the full year.

2. On October 19, 1994 the Company executed a settlement agreement with Johnson & Johnson, Inc. in the aggregate amount of \$35.0 million pursuant to which the Company received \$15.0 million, of which \$6.5 million relates to amounts due under certain research and development agreements and which was included in research contracts receivable at July 31, 1994, and a promissory note requiring Johnson & Johnson and its subsidiary, Ortho Diagnostics, Inc., to pay \$5.0 million a year for each of the four successive anniversaries of said date. These future payments are recorded at net present value discounted using an interest rate of 5.25%. Pursuant to the terms of the settlement, all of the Company's grants, licenses and intellectual property have been returned to the Company in totality.

3. In March 1993, the Company filed suit in the United States District Court for the District of Delaware charging patent infringement and acts of unfair competition against Calgene, Inc. and seeking a declaratory judgment of invalidity concerning Calgene, Inc.'s plant antisense patent. On February 9, 1994 the Company filed a second suit in the United States District Court for the District of Delaware charging Calgene with infringement of a second antisense patent owned by the Company. Calgene has filed a counterclaim in the second Delaware action seeking a declaration that a third patent belonging to the Company is invalid. The two Delaware actions have been consolidated and were tried to the Court in April 1995. In addition, the Company filed suit on March 22, 1994 in the United States District Court for the Western District of Washington against Calgene and the Fred Hutchinson Cancer Research Center, alleging that the defendants had conspired to issue a false and misleading press release regarding a supposed "patent license" from Hutchinson to Calgene, and conspired to damage the Company's antisense patents by improperly using confidential information to challenge them in the Patent Office. The Complaint further charges that Hutchinson is infringing and inducing Calgene to infringe

9

the Company's antisense patents. On February 2, 1996 the Delaware Court issued an opinion ruling against Enzo and in favor of Calgene, finding certain Enzo claims infringed, but the patent as a whole not infringed, and finding the claims at issue invalid for lack of enablement. Calgene's patent was found valid (non-obvious) over the prior art. On February 29, 1996, the Delaware Court issued an Order withdrawing its February 2, 1996 Opinion. Enzo intends to appeal from any adverse judgment. There can be no assurance that the Company will be successful in any of the foregoing matters or that Calgene, Inc. and/or Hutchinson will not be successful. However, even if the Company is not successful management does not believe there will be a significant monetary impact.

4. Effective December 1, 1985, the Company entered into an agreement with the City of New York to lease, over a fifty-year term, a six-story building located in New York City. During 1992 this lease was renegotiated. The Company has recorded the fair market value of the real property in the amount of \$3,000,000 as a capital lease obligation due in installments through 2036. Financing for the renovation and equipping of such facility came principally from the Company's own funds. The Company is carrying the capital leasehold interest at its estimated fair market value.

5. In April, 1994, the Company signed a non-exclusive worldwide distribution and supply agreement with Boehringer Mannheim Biochemicals. During fiscal 1995 similar agreements were signed with Amersham International and with Dako A/S. In September 1995, a fourth agreement was concluded with VWR Scientific Products (acquired from Baxter Healthcare). Under the terms of these agreements, the distributor companies sells to the global medical research market, a broad range of biochemical products and reagents manufactured and supplied by Enzo. The agreements include products based on nonradioactive DNA probe technology and include products that were developed and marketed by these companies prior to the agreement, as well as products developed by Enzo, all of which are covered by Enzo patents. The agreements extend for the life of the last patent to expire for products involved.

10

## Item 2- Management's Discussion and Analysis of Financial Condition and Results of Operations

### LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities was \$4,514,000 for the six months ended January 31, 1996, compared with \$11,044,000 for the six months ended January 31, 1995. This decrease was a result of a decrease in proceeds from the J&J settlement offset by changes in operating assets and liabilities.

Net cash provided from financing activities was approximately \$1,116,000

for the six months ended January 31, 1996 primarily as a result of \$1,162,000 from proceeds of exercised stock options, as compared to net cash used from financing activities of approximately \$2,071,000 for the six months ended January 31, 1995 which was primarily used for repayment of bank debt.

The Company's internal source of cash generated by operations in addition to the proceeds from the litigation settlement was sufficient to meet the Company's needs for investing and other financing activities. At January 31, 1996 the Company had working capital of approximately \$32,446,000.

The Company has a \$5,000,000 line of credit with a bank at an interest rate of prime. As of January 31, 1996, the Company did not use the line of credit.

On October 19, 1994 the Company executed a settlement agreement with Johnson & Johnson, Inc. pursuant to which the Company received \$15.0 million and a promissory note requiring Johnson & Johnson and its subsidiary, Ortho Diagnostics, Inc., to pay \$5.0 million a year for each of the four successive anniversaries of said date. These future payments are recorded at net present value discounted using an interest rate of 5.25%. Pursuant to the terms of the settlement, all of the Company's grants, licenses and intellectual property have been returned to the Company in totality.

Effective December 1, 1985, the Company entered into an agreement with the City of New York to lease, over a fifty-year term, a six-story building located in New York City. During 1992 this lease was renegotiated. The Company has recorded the fair market value of the real property in the amount of \$3,000,000 as a capital lease obligation due in installments through 2036. Financing for the renovation and equipping of such facility came principally from the Company's own funds. The Company has decided to carry the capital leasehold interest at its estimated fair market value.

11

#### RESULTS OF OPERATIONS

SIX MONTHS ENDED JANUARY 31, 1996 COMPARED WITH SIX MONTHS ENDED JANUARY 31, 1995

Operating revenues for the six months ended January 31, 1996 ("1996 period") increased by \$1,495,000 over operating revenues for the six months ended January 31, 1995 ("1995 period"). This increase was due to an increase of \$1,992,000 of research product revenues offset by a \$497,000 decrease in revenues from the clinical reference laboratory as compared to the 1995 period. Revenues at the laboratory were impacted by a reduced number of billing days due to unusually bad weather, as well as a change in the test mix of services provided. Revenues from the sale of research products increased as a result of the Company's distribution agreements.

Cost of sales increased by approximately \$161,000 primarily due to increased revenues from research products related to the distribution agreements.

Research and development expenses increased by \$253,000 due to expanded research and development and clinical programs.

Selling expenses decreased by \$50,000 due to a decrease in marketing programs and sales personnel for the clinical reference laboratory.

The increase in general and administrative expenses of \$508,000 was primarily due to increased legal expenses.

The provision for bad debts increased by \$257,000 due to an adjustment in reimbursement rates from insurance carriers for the clinical reference laboratory.

Interest income increased by \$455,000 as a result of the proceeds from investment of the Company's cash equivalents.

The provision for taxes decreased approximately \$2,360,000 primarily due to a reduction of income resulting from the prior year litigation settlement.

THREE MONTHS ENDED JANUARY 31, 1996 COMPARED WITH THREE MONTHS ENDED JANUARY 31, 1995

Operating revenues for the three months ended January 31, 1996 ("1996 period") increased by \$967,000 over revenues from operations for the three months ended January 31, 1995 ("1995 period"). This increase was due to an increase in research product sales of \$1,576,000 offset by decreases of \$609,000 in revenues from the clinical reference laboratory for the similar activity in the 1995 period.

Cost of sales increased by \$30,000 primarily as a result of increased revenues by research product sales.

Research and development expenses increased by \$128,000 due to expanded

research and development and clinical programs.

12

Selling expenses decreased by \$55,000 as a result of a decrease in personnel costs related to the clinical reference laboratory.

General and administrative expenses increased by approximately \$671,000 as a result of an increase of legal expenses.

13

ENZO BIOCHEM, INC.  
PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

In March 1993, the Company filed suit in the United States District Court for the District of Delaware charging patent infringement and acts of unfair competition against Calgene, Inc. and seeking a declaratory judgment of invalidity concerning Calgene, Inc.'s plant antisense patent. On February 9, 1994 the Company filed a second suit in the United States District Court for the District of Delaware charging Calgene with infringement of a second antisense patent owned by the Company. Calgene has filed a counterclaim in the second Delaware action seeking a declaration that a third patent belonging to the Company is invalid. The two Delaware actions have been consolidated and were tried to the Court in April 1995. In addition, the Company filed suit on March 22, 1994 in the United States District Court for the Western District of Washington against Calgene and the Fred Hutchinson Cancer Research Center, alleging that the defendants had conspired to issue a false and misleading press release regarding a supposed "patent license" from Hutchinson to Calgene, and conspired to damage the Company's antisense patents by improperly using confidential information to challenge them in the Patent Office. The Complaint further charges that Hutchinson is infringing and inducing Calgene to infringe the Company's antisense patents. On February 2, 1996 the Delaware Court issued an opinion ruling against Enzo and in favor of Calgene, finding certain Enzo claims infringed, but the patent as a whole not infringed, and finding the claims at issue invalid for lack of enablement. Calgene's patent was found valid (non-obvious) over the prior art. On February 29, 1996, the Delaware Court issued an Order withdrawing its February 2, 1996 Opinion. Enzo intends to appeal from any adverse judgment. There can be no assurance that the Company will be successful in any of the foregoing matters or that Calgene, Inc. and/or Hutchinson will not be successful. However, even if the Company is not successful management does not believe there will be a significant monetary impact.

Item 6 - Exhibits and Reports on Form 8-K

- (a) Exhibits - none
- (b) Reports on form 8-K - none

14

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant had duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENZO BIOCHEM, INC.  
-----  
(registrant)

Date: March 12, 1996

by: /s/ Barry W.Weiner  
-----  
Barry W. Weiner, Executive  
Vice President-Secretary

15



<TABLE> <S> <C>

<ARTICLE> 5

<LEGEND>

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM FORM 10-Q FOR THE QUARTERLY PERIOD ENDED JANUARY 31, 1996 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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<CIK> 0000316253

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