

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): **February 25, 2020**

**Enzo Biochem, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

**New York**  
(State or Other Jurisdiction of Incorporation)

**001-09974**  
(Commission File Number)

**13-2866202**  
(IRS Employer Identification No.)

**527 Madison Avenue**  
**New York, New York**  
(Address of Principal Executive Offices)

**10022**  
(Zip Code)

**(212) 583-0100**  
(Registrant's Telephone Number, Including Area Code)

(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))

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$.01 par value	ENZ	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-1 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Enzo Biochem, Inc.'s (the "**Company**") Board of Directors (the "**Board**") adopted an amendment to the Amended and Restated By-Laws of the Company, effective February 25, 2020, implementing majority voting in uncontested director elections. This description of the amendment is qualified in its entirety by reference to the text of Amendment No. 1 to the Amended and Restated Bylaws filed as Exhibit 3.1 hereto.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On February 25, 2020, the Company held its annual meeting of shareholders (the "**Annual Meeting**") in New York, New York. As of December 3, 2019, the record date for the Annual Meeting, there were a total of 47,556,807 shares of common stock of the Company ("**Common Stock**") outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 39,934,479 shares of Common Stock were represented in person or by proxy and, therefore, a quorum was present.

The shareholders of the Company voted on the following items at the Annual Meeting

- (1) To approve an amendment to the Company's By-Laws to increase the maximum size of the Board from five (5) to six (6) members, and provide the discretion to the Board to increase or decrease the size of the Board within the range of five (5) and seven (7) directors;
- (2) To elect two directors to the Company's Board as Class II Directors for a term of three (3) years or until their respective successors have been duly elected and qualified;
- (3) To elect one director to the Board as a Class I Director for a term of two (2) years or until her successor has been duly elected and qualified;
- (4) If proposal No. 1 is approved by the shareholders, to elect one director to the Board as a Class III Director for a term of one (1) year or until his successor has been duly elected and qualified;
- (5) To approve, by a nonbinding advisory vote, the compensation of the Company's Named Executive Officers;
- (6) To ratify the Company's appointment of EisnerAmper LLP to serve as the Company's independent registered public accounting firm for the Company's fiscal year ending July 31, 2020; and
- (7) To approve an amendment to the Company's By-Laws to implement majority voting in uncontested director elections.

Set forth below are the proposals voted upon at the Annual Meeting, and the final voting results as certified by the independent inspector of elections, Christopher J. Woods. As a consequence of these results, among other things, Fabian Blank and Peter J. Clemens were elected to the Board as Class II Directors, Rebecca J. Fischer was reelected to the Board as a Class I Director and the size of the Board did not change. For more information about any of the proposals voted on at the Annual Meeting, please see the Company's definitive proxy statement, filed with the Securities and Exchange Commission (the "**SEC**") on December 5, 2019, as supplemented (the "**Proxy Statement**").

**Proposal 1 – Amendment to the Company's By-Laws to Increase the Maximum Size of the Board**

The shareholders did not approve the amendment to the Company's By-Laws to increase the maximum size of the Board from five (5) to six (6) members, and provide the discretion to the Board to increase or decrease the size of the Board within the range of five (5) and seven (7) directors (the "**By-Law Amendment Proposal**"). Approval of the By-Law Amendment Proposal required the affirmative vote of the holders of a majority the votes present in person or by proxy by the holders of shares entitled to vote therein. The following sets forth the results of the voting with respect to this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
11,651,002	21,815,191	353,941	0

**Proposal 2 – Election of Class II Directors**

Based on the votes set forth below, shareholders elected the following candidates nominated by Harbert Discovery Fund, LP and Harbert Discovery Co-Investment Fund I, LP as Class II Directors of the Company: Fabian Blank and Peter J. Clemens. The following sets forth the results of the voting with respect to each director candidate:

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Broker Non-votes</b>
Fabian Blank	25,697,505	510,545	0
Peter J. Clemens	19,254,430	6,953,620	0

**Proposal 3 - Election of the Class I Director**

Based on the votes set forth below, shareholders elected Rebecca J. Fischer, the Company's nominee, as a Class I Director of the Company. The following sets forth the results of the voting with respect to this proposal:

<b>Nominee</b>	<b>For</b>	<b>Abstain/Withhold</b>	<b>Broker Non-votes</b>
Rebecca J. Fischer	12,291,298	512,589	0

**Proposal 4 - Election of the Class III Director**

Based on the votes set forth below, the shareholders would have elected Barry W. Weiner, the Company's nominee, as a Class III director if proposal No. 1 was approved.

The following sets forth the results of the voting with respect to this proposal:

<b>Nominee</b>	<b>For</b>	<b>Abstain/Withhold</b>	<b>Broker Non-votes</b>
Barry W. Weiner	7,717,917	3,867,935	0

**Proposal 5 - Advisory Vote on Compensation of the Company's Named Executive Officers**

The shareholders approved the advisory vote on the compensation of the Company's named executive officers, as described in the Proxy Statement. The following sets forth the results of the voting with respect to this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
22,410,766	17,398,015	125,698	0

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**Proposal 6 - Ratify the Appointment of EisnerAmper LLP as the Company's Independent Registered Public Accountants**

The shareholders approved, on an advisory basis, the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2020. The following sets forth the results of the voting with respect to this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
39,113,050	583,517	237,912	0

**Proposal 7 - Approval of an Amendment to the Company's By-Laws to Implement Majority Voting in Uncontested Director Elections**

The shareholders approved the amendment to the Company's By-Laws to implement majority voting in uncontested director elections. The following sets forth the results of the voting with respect to this proposal:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
38,800,549	918,322	215,608	0

No other matters were presented for consideration or shareholder action at the Annual Meeting.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Amendment No. 1 to Amended and Restated By-Laws.</a>

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**SIGNATURES**

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

ENZO BIOCHEM, INC.

Date: March 2, 2020

By: /s/ Barry W. Weiner  
Barry W. Weiner  
President

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**AMENDMENT NO. 1 TO AMENDED AND RESTATED BY-LAWS****OF****ENZO BIOCHEM, INC.**

(a New York Corporation)

Article I, Section 9 of the Amended and Restated By-Laws of Enzo Biochem, Inc. is hereby deleted in its entirety and replaced with the following:

Section 9. Voting. Except as otherwise provided by statute, the Certificate of Incorporation, or any certificate duly filed in the office of the Department of State of the State of incorporation, each holder of record of shares of stock of the Corporation having voting power shall be entitled at each meeting of the shareholders to one vote for every share of such stock standing in his name on the record of shareholders of the Corporation on the date fixed by the Board as the record date for the determination of the shareholders who shall be entitled to notice of and to vote at such meeting; or if such record date shall not have been so fixed, then at the close of business on the day next preceding the day on which notice thereof shall be given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; or each shareholder entitled to vote at any meeting of the shareholders may authorize another person or persons to act for him by a proxy signed by such shareholder or his attorney-in-fact. Any such proxy shall be delivered to the secretary of such meeting at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of three years from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except in those cases where an irrevocable proxy is permitted by law. Except as otherwise provided by statute, these By-Laws, or the Certificate of Incorporation, any corporate action to be taken by vote of the shareholders shall be authorized by a majority of the total votes, or when shareholders are required to vote by class by a majority of the votes of the appropriate class, cast at a meeting of shareholders by the holders of shares present in person or represented by proxy and entitled to vote on such action. Each director of the Corporation to be elected by shareholders shall be elected by the vote of a majority of the votes cast with respect to such director by the shares present in person or represented by proxy and entitled to vote on the election of directors at any meeting of shareholders duly called for that purpose at which a quorum is present; provided, however, that directors shall be elected by a plurality of the votes cast in a contested election. An election shall be considered contested if, as of the date that this 10 days prior to the filing of the definitive proxy materials for such election, the number of nominees for election as a member of the Board exceeds the number of directors to be elected. A "majority of votes cast" means that the number of shares voted "for" a nominee for election as a member of the Board exceeds the number of shares voted "against" the election of such nominee. Abstentions and broker non-votes shall not constitute votes "for" or "against". Any incumbent director nominee who fails to receive a majority of the votes cast in an election that is not a contested election shall promptly tender his or her resignation to the Board with such resignation expressly stating that it is contingent upon the acceptance of the resignation by the Board in accordance with this Section 9. The Nominating/Governance Committee of the Board, or such other committee designated by the Board pursuant to these By-Laws, shall recommend to the Board whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the resignation, taking into account the Nominating/Governance Committee's recommendation, and publicly disclose on a Form 8-K its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision, within ninety (90) days following certification of the election results. The Nominating/Governance Committee in making its recommendation, and the Board in making its decision, each may consider any factors and other information that they consider appropriate and relevant. The director who has tendered their resignation pursuant to this Section 9 shall not participate in the Nominating/Governance Committee's or the Board's deliberations or decision with respect to the tendered resignation. If the board of directors accepts a director's resignation pursuant to this Section 9, then the Board may fill the resulting vacancy pursuant to these By-Laws and the Certificate of Incorporation. Unless required by statute, or determined by the chairman of the meeting to be advisable, the vote on any question need not be by written ballot. On a vote by written ballot, each ballot shall be signed by the shareholder voting, or by his proxy, if there be such proxy, and shall state the number of shares voted.

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