

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, 2002
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

(State or Other Jurisdiction
of Incorporation or Organization)

13-2866202

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

60 Executive Blvd., Farmingdale, New York

(Address of Principal Executive office)

11735

(Zip Code)

(631-755-5500)

(Registrant's telephone number, including area code)

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

Common Stock, \$0.01 par value ----- (Title of Class)	New York Stock Exchange ----- (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

As of March 7, 2002 the Registrant had 28,436,000 shares of Common Stock outstanding.

ENZO BIOCHEM, INC.

FORM 10-Q

January 31, 2002

INDEX

<TABLE>
<CAPTION>

<S>
PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Consolidated Balance Sheet - January 31, 2002 - (unaudited)
and July 31, 2001

PAGE
NUMBER

<C>

Consolidated Statement of Operations For the six months ended January 31, 2002 and 2001 - (unaudited)	4
Consolidated Statement of Operations For the three months ended January 31, 2002 and 2001 - (unaudited)	5
Consolidated Statement of Cash Flows For the six months ended January 31, 2002 and 2001 - (unaudited)	6
Notes to Consolidated Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	10
Part II - Other Information	
Item 1. Legal Proceedings	12
Item 4. Submission of Matters to a Vote of Security Holders	12

</TABLE>

2

ENZO BIOCHEM, INC.
PART 1 - FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED BALANCE SHEET

<TABLE>
<CAPTION>

	January 31, 2002 (unaudited)	July 31, 2001

<S>	<C>	<C>
	(in Thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 61,883	\$ 58,671
Accounts receivable, less allowance for doubtful accounts	23,651	24,559
Inventories	2,970	2,020
Deferred taxes	1,708	1,708
Prepaid taxes	350	350
Other	1,802	1,132
	-----	-----
Total current assets	92,364	88,440
Property and equipment, at cost, less accumulated depreciation and amortization	2,477	2,671
Cost in excess of fair value of net tangible assets acquired, less accumulated amortization	7,637	7,823
Deferred patent costs, less accumulated amortization	3,770	3,865
Other	130	132
	-----	-----
	\$ 106,378	\$ 102,931
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade accounts payable	\$ 1,521	\$ 2,040
Income taxes payable	1,303	---
Accrued legal fees	---	251
Accrued payroll	448	322
Other accrued expenses	888	734
	-----	-----
Total current liabilities	4,160	3,347
Deferred taxes	1,392	1,392
Deferred liability	595	675
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; 28,436,000 shares at January 31, 2002 and 27,080,100, shares at July 31, 2001	284	271
Additional paid-in capital	160,177	133,136

Accumulated deficit	(60,230)	(35,890)
Total stockholders' equity	100,231	97,517
	\$ 106,378	\$ 102,931

</TABLE>

3

See accompanying notes

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

<TABLE>
<CAPTION>

	Six Months Ended January 31,	
	2002	2001

<S>	<C>	<C>
	(In thousands, except per share data)	
Revenues:		
Research product revenues	\$ 12,250	\$ 10,606
Clinical laboratory services	15,125	17,129
	-----	-----
Total operating revenues	27,375	27,735
Costs and expenses:		
Cost of research product revenues	2,502	3,455
Cost of clinical laboratory services	5,305	4,500
Research and development expense	3,008	2,939
Selling expense	1,910	1,770
Provision for uncollectable accounts receivable	6,320	6,196
General and administrative expenses	4,707	4,800
	-----	-----
Total costs and expenses	23,752	23,660
Income before interest income and provision for taxes on income	3,623	4,075
Interest income	827	1,713
	-----	-----
Income before provision for taxes on income	4,450	5,788
Provision for taxes on income	(1,803)	(2,550)
	-----	-----
Net income	\$ 2,647	\$ 3,238
	=====	=====
Net income per common share:		
Basic	\$.09	\$.11
	=====	=====
Diluted	\$.09	\$.11
	=====	=====
Denominator for per share calculation:		
Basic	28,439	28,321
	=====	=====
Diluted	29,377	29,493
	=====	=====

</TABLE>

See accompanying notes

4

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

<TABLE>
<CAPTION>

Three Months Ended January 31,
2002 2001

<u><S></u>	<u><C></u>	<u><C></u>
	(In thousands, except per share data)	
Revenues:		
Research product revenues	\$ 6,147	\$ 5,241
Clinical laboratory services	6,355	8,635
	-----	-----
Total operating revenues	12,502	13,876
Costs and expenses:		
Cost of research product revenues	939	1,612
Cost of clinical laboratory services	2,598	2,425
Research and development expense	1,585	1,600
Selling expense	1,008	909
Provision for uncollectable accounts receivable	2,908	2,990
General and administrative expenses	2,485	2,401
	-----	-----
Total costs and expenses	11,523	11,937
	-----	-----
Income before interest income and provision for taxes on income	979	1,939
Interest income	328	862
	-----	-----
Income before provision for taxes on income	1,307	2,801
Provision for taxes on income	(485)	(1,236)
	-----	-----
Net income	\$ 822	\$ 1,565
	=====	=====
Net income per common share:		
Basic	\$.03	\$.06
	=====	=====
Diluted	\$.03	\$.05
	=====	=====
Denominator for per share calculation:		
Basic	28,442	28,302
	=====	=====
Diluted	29,448	29,577
	=====	=====

</TABLE>

See accompanying notes

5

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

<TABLE>
<CAPTION>

<u><S></u>	<u>Six Months Ended January 31,</u>	
	<u><C></u>	<u><C></u>
	(In Thousands)	
	-----	-----
Cash flows from operating activities:		
Net income	\$ 2,647	\$ 3,238
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	512	541
Amortization of costs in excess of fair value of tangible assets acquired	186	186
Amortization of deferred patent costs	390	360
Deferred income tax provision	-	1,009
Provision for uncollectable accounts receivable	6,320	6,196
Other	-	75
Deferred liabilities	(80)	(65)
Changes in operating assets and liabilities:		
Accounts receivable before provision for uncollectable amounts	(5,412)	(6,793)
Inventories	(950)	(7)
Other assets	(670)	(530)
Trade accounts payable and other accrued expenses	(365)	(469)
Income taxes payable	1,303	7
Accrued payroll	126	44

Accrued legal fees	(251)	(400)
	-----	-----
Total adjustments	1,109	154
	-----	-----
Net cash provided by operating activities	3,756	3,392
	-----	-----
Cash flows from investing activities:		
Capital expenditures	(318)	(622)
Patent costs deferred	(295)	(226)
Security deposits	2	(6)
	-----	-----
Net cash used in investing activities	(611)	(854)
	-----	-----
Cash flows from financing activities:		
Proceeds from exercise of stock options	67	822
	-----	-----
Net cash provided by financing activities	67	822
	-----	-----
Net increase in cash and cash equivalents	3,212	3,360
Cash and cash equivalents at the beginning of the year	58,671	51,027
	-----	-----
Cash and cash equivalents at the end of the period	\$ 61,883	\$ 54,387
	=====	=====

</TABLE>

See accompanying notes

6

ENZO BIOCHEM, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
January 31, 2002
(Unaudited)

1. The consolidated balance sheet as of January 31, 2002, the consolidated statements of operations for three and six months ended January 31, 2002 ("2002 Period") and 2001 ("2001 Period") and the consolidated statements of cash flows for the six months ended January 31, 2002 and 2001 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, 2002 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 2001 Annual Report on Form 10-K. The results of operations for the six months ended January 31, 2002 are not necessarily indicative of the results that may be expected for the full year.

The Company follows the provisions of SFAS No. 128, "Earnings Per Share" ("SFAS 128"). The following table sets forth the computation of basic and diluted earnings per share pursuant to SFAS 128.

Ended January 31,	Six Months Ended January 31,		Three Months
2001	2002	2001	2002
-----	-----		-----
	(In thousands, except per share data)		
<S>	<C>		
<C>	<C>		
Numerator:			
Net Income for numerator for basic and			
Diluted earnings per common share	\$ 2,647	\$ 3,238	\$ 822
\$ 1,565			
Denominator:			
Denominator for basic earnings per common			
Equivalent share during the period	28,439	28,321	28,442
28,302			

Effect of dilutive securities			
Employee and director stock options and warrants	938	1,172	1,006
1,275	-----	-----	-----

Denominator for diluted earnings per common			
Equivalent share and assumed conversions	29,377	29,493	29,448
\$29,577	=====	=====	=====
=====			
Basic earnings per share	\$.09	\$.11	\$.03
\$.06			
Diluted earnings per share	\$.09	\$.11	\$.03
\$.05			

</TABLE>

The Company declared a 5% stock dividend on January 23, 2002 payable February 27, 2002 to shareholders of record as of February 4, 2002. The shares and per share data have been adjusted to retroactively reflect this stock dividend. The Company recorded a charge to accumulated deficit and a credit to common stock and additional paid in capital in the amount of \$26,988,000, which reflects the fair value of the dividend on the date of declaration.

7

ENZO BIOCHEM, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
January 31, 2002
(Unaudited)

Note 2 - Recently Issued Accounting Pronouncements

In December 1999, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 101 "Revenue Recognition" ("SAB 101"), which provides guidance on the recognition, presentation and disclosure of revenue in financial statements filed with the SEC. SAB 101 outlines the basic criteria that must be met to recognize revenue and provides guidance for disclosures related to revenue recognition policies. The Company implemented SAB 101 in the fourth quarter of fiscal 2001, and such implementation did not have an effect on the timing of when the Company recognizes revenue.

In April 2001, the Financial Accounting Standards Board's Emerging Issues Task Force (EITF or Task Force) reached a consensus on Issue 00-25, "Vendor Statement Characterization of Consideration paid by vendors to retailers". The consensus addresses whether consideration paid by vendors to retailers should be classified as a reduction of sales or as a cost or expense. This consensus is effective for fiscal quarters beginning after December 15, 2001 (the Company's April 2002 quarter). The Company has certain non-exclusive distribution agreements which provide for consideration to be paid to the distributors for the manufacture of certain products. Such amounts are included in cost of research product revenues. The Company is currently reviewing the consensus to determine the impact, if any, that the consensus may have on the way the Company reports certain non-exclusive distribution agreement revenues and contract manufacturing costs.

In June 2001, the Financial Accounting Standards Board issued SFAS No. 141, Business Combinations and No. 142, Goodwill and Other Intangible Assets. Statement 141 requires business combinations initiated after June 30, 2001 to be accounted for using the purchase method of accounting, and broadens the criteria for recording intangible assets separate from goodwill. SFAS No. 142 requires the discontinuance of amortization of goodwill and intangible assets with indefinite useful lives, subject to an annual review for impairment. Other intangible assets will continue to be amortized over their estimated useful lives. The provisions of the statement will be adopted by the Company on August 1, 2002. Although the Company is in the process of assessing the impact of adopting Statement No. 142, based upon its current level of goodwill and qualifying intangible assets, management expects the adoption to reduce its fiscal 2003 annualized amortization expense by approximately \$370,000.

8

January 31, 2002
(Unaudited)

Note 3 - Segment Information

The Company has two reportable segments: research and development and clinical reference laboratories. The Company's research and development segment conducts research and development activities as well as selling products derived from these activities. The clinical reference laboratories provide diagnostic services to the health care community. The Company evaluates performance based on income before provision for taxes on income. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies. Costs excluded from income before provision for taxes on income and reported as other consist of corporate general and administrative costs which are not allocable to the two reportable segments. Management of the Company assesses assets on a consolidated basis only and therefore, assets by reportable segment has not been included in the reportable segments below.

The following financial information (in thousands) represents the reportable segments of the Company:

<TABLE>
<CAPTION>

	Research and Development		Clinical Reference Laboratories	
	Six Months Ended January 31, 2002	January 31, 2001	Six Months Ended January 31, 2002	January 31, 2001
<S>	<C>	<C>	<C>	<C>
Operating revenues:				
Research product revenues	\$ 12,250	\$ 10,606	-	-
Clinical laboratory services	-	-	\$ 15,125	\$ 17,129
Cost and expenses:				
Cost of research product revenues	\$ 2,502	\$ 3,455	-	-
Cost of clinical laboratory services	-	-	\$ 5,305	\$ 4,500
Research and development expense	3,008	2,939	-	-
Interest income	-	-	-	-
Income (loss) before provision for taxes on income	\$ 5,227	\$ 3,401	\$ (404)	\$ 2,121

<CAPTION>

	Three Months Ended January 31, 2002		Three Months Ended January 31, 2001	
<S>	<C>	<C>	<C>	<C>
Operating revenues:				
Research product revenues	\$ 6,147	\$ 5,241	-	-
Clinical laboratory services	-	-	\$ 6,355	\$ 8,635
Cost and expenses:				
Cost of research product revenues	939	1,612	-	-
Cost of clinical laboratory services	-	-	2,598	2,425
Research and development expense	1,585	1,600	-	-
Interest income	-	-	-	-
Income (loss) before provision for taxes on income	\$ 2,450	\$ 1,498	\$ (791)	\$ 1,069

</TABLE>

<TABLE>
<CAPTION>

	Other		Consolidated	
	Six Months Ended January 31, 2002	January 31, 2001	Six Months Ended January 31, 2002	January 31, 2001
<S>	<C>	<C>	<C>	<C>
Operating revenues:				

Research product revenues	-	-	\$ 12,250	\$ 10,606
Clinical laboratory services	-	-	15,125	17,129
Cost and expenses:				
Cost of research product revenues	-	-	2,502	3,455
Cost of clinical laboratory services	-	-	5,305	4,500
Research and development expense	-	-	3,008	2,939
Interest income	827	1,713	827	1,713
Income (loss) before provision for taxes on income	\$ (373)	\$ 266	\$ 4,450	\$ 5,788
	=====	=====	=====	=====

<CAPTION>

	Three Months Ended January 31,		Three Months Ended January 31,	
	2002	2001	2002	2001

<S>	<C>	<C>	<C>	<C>
Operating revenues:				
Research product revenues	-	-	\$ 6,147	\$ 5,241
Clinical laboratory services	-	-	6,355	8,635
Cost and expenses:				
Cost of research product revenues	-	-	939	1,612
Cost of clinical laboratory services	-	-	2,598	2,425
Research and development expense	-	-	1,585	1,600
Interest income	328	\$ 862	328	862
Income (loss) before provision for taxes on income	\$ (352)	\$ 234	\$ 1,307	\$ 2,801
	=====	=====	=====	=====

</TABLE>

9

ENZO BIOCHEM, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
January 31, 2002
(Unaudited)

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

Liquidity and Capital Resources

At January 31, 2002, our cash and cash equivalents totaled \$61.9 million, an increase of \$3.2 million from July 31, 2001. We had working capital of \$88.2 million at January 31, 2002 compared to \$85.1 million at July 31, 2001.

Net cash provided by operating activities for the period ended January 31, 2002 was approximately \$3.8 million and as compared to net cash provided by operating activities of \$3.4 million for the period ended January 31, 2001. The increase in net cash provided by operating activities from 2001 to 2002 period was primarily due to an increase in income taxes payable, and offset by an increase in inventories and a decrease in accounts receivable.

Net cash used in investing activities decreased by approximately \$.2 million from 2001 period, primarily as a result of an decrease in capital expenditures.

Net cash provided by financing activities decreased by approximately \$.8 million from 2001 period primarily as a result of the decrease in proceeds from the exercise of stock options.

We believe that our current cash position is sufficient for our foreseeable liquidity and capital resource needs, although there can be no assurance that future events will not alter such view.

Management is not aware of any material claims, disputes or settled matters concerning third-party reimbursements that would have a material effect on our financial statements

Results of Operations

Six months ended January 31, 2002 compared with six months ended January 31, 2001

Revenues from operations for the six month period ended January 31, 2002 were \$27.4 million which represents a decrease of \$360,000 over revenues from operations for the period ended January 31, 2001. This decrease was due to a decrease of \$2.0 million in revenues from our clinical reference laboratory operations and offset by an increase of \$1.6 million in revenues from research product sales.

The decline of clinical laboratory services revenue was due primarily to reduced reimbursement rates which were being experienced from various managed care agreements and the negative results of an unprofitable contract which was cancelled effective January 31, 2002. Clinical laboratory services are provided to patients covered by various third party payor programs, including Medicare and health maintenance organizations ("HMO's"). Billings for services are included in revenue net of allowances for contractual discounts and allowances paid for differences between the amounts billed and the estimated amount to be paid. Recent trends have indicated a decrease in the collection rates from certain third party payors and HMO's and the effect of such reduced collection rates was reflected in the second quarter.

The increase in research product sales resulted primarily from an increase in direct sales of research products of labeling and detection reagents for the genomics and sequencing markets.

The cost of clinical laboratory services increased by \$.8 million primarily due to an increase in direct operating expenses based on the increased number of customers being serviced and the increase in volume of units tested for the six months. The cost of sales for research products decreased by \$1.0 million as a result of a change in the revenue mix from two of the Company's non-exclusive distribution agreements and an increase in efficiency of direct sales of research products.

10

Our provision for uncollectible accounts receivable increased by \$124,000, primarily due to an change in the revenue mix from certain providers.

Selling, general and administrative expenses increased slightly by approximately \$47,000.

Interest income, decreased by \$.9 million as a result of a decrease in interest rates.

Net income for the six months amounted to \$2.6 million, compared with \$3.2 million in the corresponding year-earlier period. Per share earnings, fully diluted, amounted to \$0.09 compared with \$0.11 per share a year ago.

For the periods ending January 31, 2002 and 2001 we recorded a provision for income taxes which was based on the combined effective federal, state and local income tax rates.

Results of Operations

Three months ended January 31, 2002 compared with three months ended January 31, 2001

Revenues from operations for the period ended January 31, 2002 were \$12.5 million which represents a decrease of \$1.4 million over revenues from operations for the period ended January 31, 2001. This decrease was due to a decrease of \$2.3 million in revenues from our clinical reference laboratory operations and an increase of \$.9 million in revenues from research product sales.

The decline of clinical laboratory services revenue was due primarily to reduced reimbursement rates which were being experienced from various managed care agreements and the negative results of an unprofitable contract which was cancelled effective January 31, 2002. Clinical laboratory services are provided to patients covered by various third party payor programs, including Medicare and health maintenance organizations ("HMO's"). Billings for services are included in revenue net of allowances for contractual discounts and allowances paid for differences between the amounts billed and the estimated amount to be paid. Recent trends have indicated a decrease in the collection rates from certain third party payors and HMO's and the effect of such reduced collection rates was reflected in the second quarter.

The increase in research product sales resulted primarily from an increase in direct sales of research products of labeling and detection reagents for the genomics and sequencing markets.

The cost of clinical laboratory services increased by \$173,000 primarily due to an increase in direct operating expenses based on the increased volume of units tested. The cost of sales for research products decreased by \$.7 million as a result of a change in the revenue mix from two of the Company's non-exclusive distribution agreements.

Our provision for uncollectible accounts receivable decreased by \$82,000, primarily due to a decrease in revenue from the clinical reference laboratory.

Selling, general and administrative expenses increased by approximately \$183,000 as a result of an increase in legal fees.

Interest income, decreased by \$.5 million as a result of a decrease in interest rates.

Net income amounted to \$0.8 million, compared with \$1.6 million a year ago. Per share earnings, fully diluted, amounted to \$0.03 in the second quarter of fiscal 2002, compared with \$.05 per share in the corresponding year-earlier period.

For the periods ending January 31, 2002 and 2001 we recorded a provision for income taxes which was based on the combined effective federal, state and local income tax rates.

11

PART II - Other Information

Item 1. Legal Proceedings

In 1993, the Company filed suit in U.S. district court against Calgene, Inc., alleging that Calgene's "Flavr Savr" tomato infringed several of the Company's patents concerning antisense technology. After a trial, the district court ruled against the Company, ruling that claims of these patents were invalid and not infringed. In September 1999, the U.S. Court of Appeals for the Federal Circuit affirmed the decision of the district court. On August 10, 2001, the case was dismissed pursuant to stipulation of the parties, with each party to bear its own costs and attorneys' fees. No significant adverse monetary impact to the Company occurred.

In June 1999, the Company filed suit in the United States District Court for the Southern District of New York against Gen-Probe Incorporated, Chugai Pharma U.S.A., Inc., Chugai Pharmaceutical Co., Ltd., bioMerieux, Inc., bioMerieux SA, and Becton Dickinson and Company, charging them with infringing the Company's U.S. Patent 4,900,659, which concerns probes for the detection of the bacteria that causes gonorrhea. On January 26, 2001, the court granted the defendants' motion for summary judgment that the Company's patent is invalid. The grant of summary judgment is being appealed to the Court of Appeals for the Federal Circuit. The appeal proceedings are at an early stage. There can be no assurance that the Company will be successful in these proceedings. However, even if the Company is not successful, management does not believe that there will be a significant adverse monetary impact.

On March 6, 2002, the Company was named, along with certain of its officers and directors among others, in a complaint entitled Lawrence F. Glaser and Maureen Glaser, individually and on behalf of Kimberly, Erin, Hannah, and Benjamin Glaser v. Hyman Gross, Barry Weiner, Enzo Biochemical, Inc., Elazar Rabbani, Sharim Rabbani, John Delucca, Dean Engelhardt, Richard Keating, Doug Yeats, and Docs I-50, in the U.S. District Court for the Eastern District of Virginia. The complaint was filed by an investor in the Company who has filed for bankruptcy protection and his family. The complaint alleges securities and common law fraud and breach of fiduciary duty and seeks in excess of \$150 million in damages. The Company has not yet been served and to its knowledge, none of the other defendants have been served. The Company believes the complaint is frivolous and without merit and intends to move to dismiss the action and/or otherwise defend itself vigorously.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) The Annual Meeting of Stockholders was held on January 23, 2002

(b) The following matters were voted upon and the results were as

follows:

- (1) Barry Weiner and John J. Delucca were nominated by management and elected by the stockholders to serve as directors until the next Annual Meeting of Stockholders or until their respective successors are elected and shall qualify. The Stockholders voted 24,429,323 and 24,756,704 shares in the affirmative for Messrs. Weiner and Delucca, respectively, and 919,989 and 592,608 shares withheld for Messrs. Weiner and Delucca, respectively.
- (2) The Stockholders voted 23,854,105 shares for an amendment to the Company's 1999 Stock Option Plan increasing the number of options available for grant by 1,000,000 from 997,500 to 1,997,500 and 1,321,653 shares were voted against and 173,554 shares

abstained.

- (3) The Stockholders voted 25,172,235 shares in the affirmative with respect to the ratification of Ernst & Young LLP as the Company's independent auditors for the fiscal year ended July 31, 2002 and 96,789 shares against and 80,288 shares abstained.

12

SIGNATURES

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

ENZO BIOCHEM, INC.

(registrant)

Date: March 15, 2002

by: /s/ Shahram K. Rabbani

Chief Operating Officer,
Secretary and Treasurer

13