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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Enzo Biochem, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

294100102
(CUSIP Number)

James C. Roumell
Roumell Asset Management, LLC
2 Wisconsin Circle, Suite 640
Chevy Chase, MD 20815
(301) 656-8500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 27, 2020
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Instructions).

1	Name of Reporting Person Roumell Asset Management, LLC I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 52-2145132	
2	Check the Appropriate Box if a Member of a Group <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC Use Only	
4	Source of Funds OO	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization Maryland	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 2,702,559 (1)
	8	Shared Voting Power 66,920 (2)
	9	Sole Dispositive Power 2,702,559 (1)
	10	Shared Dispositive Power 66,920 (2)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,769,479	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 5.8%	
14	Type of Reporting Person IA	

(1) These shares are deemed to be owned beneficially by RAM solely as a result of its discretionary power over such shares as investment adviser to the Roumell Opportunistic Value Fund (the "Fund").

(2) These shares are deemed to be owned beneficially by RAM solely as a result of its discretionary power over such shares as investment adviser to its clients.

1	Name of Reporting Person James C. Roumell	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
2	Check the Appropriate Box if a Member of a Group <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC Use Only	
4	Source of Funds PF	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 2,702,559 (1)
	8	Shared Voting Power 66,920 (2)
	9	Sole Dispositive Power 2,702,559 (1)
	10	Shared Dispositive Power 66,920 (2)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,769,479	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 5.8%	
14	Type of Reporting Person IN	

(1) Includes 2,702,559 shares of Common Stock held by the Fund. Mr. Roumell is President of RAM and holds a controlling percentage of its outstanding voting securities and, as a result of his position with and ownership of securities of RAM, Mr. Roumell could be deemed the beneficial owner of the shares beneficially owned by the Fund.

(2) These shares are deemed to be owned beneficially by RAM solely as a result of its discretionary power over such shares as investment adviser to its clients. Mr. Roumell is President of RAM and holds a controlling percentage of its outstanding voting securities and, as a result of his position with and ownership of securities of RAM, Mr. Roumell could be deemed the beneficial owner of the shares beneficially owned by RAM.

1	Name of Reporting Person Matthew M. Loar I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
2	Check the Appropriate Box if a Member of a Group <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC Use Only	
4	Source of Funds	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 0
	8	Shared Voting Power 0
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0%	
14	Type of Reporting Person IN	

1	Name of Reporting Person Edward Terino I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
2	Check the Appropriate Box if a Member of a Group <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC Use Only	
4	Source of Funds	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power 0
	8	Shared Voting Power 0
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 0%	
14	Type of Reporting Person IN	

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends, supplements and to the extent inconsistent with, supersedes the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on November 27, 2020 (as amended, the “Schedule 13D”).

ITEM 4. PURPOSE OF TRANSACTION:

Item 4 is hereby amended and supplemented as follows:

As previously disclosed, on November 27, 2020, RAM delivered notice to the Issuer of the Reporting Persons’ intent to submit candidates for election to oppose the Issuer’s slate of candidates at the Annual Meeting. Due to the Issuer’s failure to confirm or disclose when it considered its nomination or proposal submission period to occur prior to filing its “definitive” proxy statement, the Reporting Persons submitted nominations and proposals for shareholder consideration on a date for which it had no reason to believe the Issuer would consider untimely.

On November 27, 2020, the Issuer filed a “definitive” proxy statement in connection with the Annual Meeting, in which it disclosed that the Annual Meeting would be held on January 4, 2021, which as a result, retrospectively set the last day that shareholders could submit nominations as October 6, 2020. Again, the Reporting Persons do not believe shareholders had any reasonable notice that October 6, 2020 was the date after which no shareholder nominations would be considered “timely” by the Issuer. Making matters worse from the perspective of the Reporting Persons, the Issuer appointed two new directors to the Board after the date on which the Issuer decided it would no longer accept shareholder nominations.

On December 1, 2020, the Issuer sent a letter to RAM that conclusively stated that it was taking the position that the nomination and proposal notice submitted by RAM failed to “comport” with the Bylaws without pointing to any specific deficiencies and without even alleging that such notice was untimely. It is the Reporting Persons’ position that RAM’s nominations and proposals were neither deficient nor untimely submitted as a matter of New York law and that the Annual Meeting will be “contested.” Consistent with the Reporting Persons’ position, on December 3, 2020, RAM informed the Issuer that it vehemently disagreed with the Issuer’s legal position and informed the Issuer of RAM’s intention to continue its campaign to contest the Issuer’s incumbent slate of candidates at the Annual Meeting.

We hope that the Issuer will reconsider its position and, in light of the Issuer’s recent director appointments and the previous failure to notify shareholders of the nomination period dates, confirm that the Reporting Persons’ nominations and proposals were in fact timely submitted. The Reporting Persons reserve all of their rights to challenge the Issuer’s decision in every respect

On December 4, 2020, RAM delivered a letter to the SEC which, among other things, alerted the SEC to the Reporting Persons’ delivery of the nomination and proposal notice and the consequential existence of a solicitation in opposition to the Issuer at the Annual Meeting, and requested that the SEC require the Issuer to (i) refrain from soliciting proxies in connection with the Annual Meeting, (ii) re-file its “definitive” proxy statement in preliminary form to contain the relevant disclosures regarding RAM’s nomination and proposal notice so that all shareholders possess timely, complete and accurate information that complies with the securities laws and (iii) disregard any previously submitted proxy cards.

The full text of the letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS:

99.1 [Letter to the SEC, dated December 4, 2020.](#)

99.2 [Power of Attorney of James C. Roumell, dated December 4, 2020.](#)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 4, 2020

James C. Roumell

By: /s/ James C. Roumell, by Craig L. Lukin,
attorney-in-fact, pursuant to a Power of Attorney
filed herewith

Name: James C. Roumell

December 4, 2020

Roumell Asset Management, LLC

By: /s/ James C. Roumell, by Craig L. Lukin,
attorney-in-fact, pursuant to a Power of Attorney
filed herewith

Name: James C. Roumell

Title: President

December 4, 2020

Matthew M. Loar

By: /s/ Matthew M. Loar

Name: Matthew M. Loar

December 4, 2020

Edward Terino

By: /s/ Edward Terino

Name: Edward Terino

ROUMELL ASSET MANAGEMENT, LLC
2 Wisconsin Circle, Suite 640
Chevy Chase, MD 20815

Via EDGAR and EMAIL

December 4, 2020

Perry J. Hindin
Special Counsel
Office of Mergers and Acquisitions
United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549-3561

**Re: Enzo Biochem, Inc.
Definitive Proxy Statement filed under cover of Schedule 14A
Filed November 27, 2020 by Enzo Biochem, Inc.
File No. 001-09974**

Dear Mr. Hindin:

On behalf of Roumell Asset Management, LLC (“*Roumell*”), we are writing to bring to the attention of the staff (the “*Staff*”) of the Division of Corporation Finance of the U.S. Securities and Exchange Commission (the “*Commission*”) certain information with respect to the definitive proxy statement filed by Enzo Biochem, Inc., a New York corporation (the “*Company*”), with the Commission on November 27, 2020, File No. 001-09974 (the “*Definitive Proxy Statement*”).

We respectfully advise the Staff that on November 27, 2020 (the “*Submission Date*”), Roumell delivered a letter to the Company (the “*Nomination Notice*”) indicating its intent to nominate a slate of two director candidates for election to the Company’s Board of Directors (the “*Board*”) at the Company’s upcoming annual meeting of shareholders (the “*Annual Meeting*”), and to submit two business proposals seeking shareholder approval at the Annual Meeting.

Prior to the Submission Date, the Company had not disclosed the dates during which it would accept shareholder nominations or proposals to be submitted to shareholders at the Annual Meeting.¹ As a result, Roumell submitted the Nomination Notice on the Submission Date, which happened to be the same date that the Company filed its Definitive Proxy Statement that retrospectively set the last date the Company would accept nominations as October 6, 2020.

¹ Article II, Section 15 of the Company’s Amended and Restated By-Laws, as amended (the “*Bylaws*”), requires that a notice of intent to make nominations must be given “... not less than ninety (90) days...prior to the *earlier of the date of the meeting* or the corresponding date on which the immediately preceding year’s annual meeting of shareholders was held...” (emphasis added). Because the Company set the date of the Annual Meeting for January 4, 2021, which is before the anniversary of the Company’s 2019 annual meeting of shareholders (which will be February 25, 2021), nomination notices would have been due on October 6, 2020. However, this deadline could not have been calculated until the Company provided notice of the date of the Annual Meeting on November 27, 2020.

On December 1, 2020, the Company sent a letter to Roumell that stated that it was taking the position that the Nomination Notice failed to “comport” with the Bylaws without pointing to any specific deficiencies and without even alleging that the Nomination Notice was untimely. It is Roumell’s position that its nominations and proposals were neither deficient nor untimely as a matter of New York law and that the Annual Meeting will be “contested.” Consistent with our position, on December 3, 2020, Roumell informed the Company that it vehemently disagreed with the Company’s legal position and informed the Company of its intention to continue its campaign to contest the Company’s incumbent slate of candidates at the Annual Meeting.

In light of the Nomination Notice and the contested nature of the Annual Meeting, we respectfully request that the Staff require the Company to refrain from soliciting proxies in connection with the Annual Meeting, and re-file the Definitive Proxy Statement in preliminary form (the “*Preliminary Proxy Statement*”), and that such Preliminary Proxy Statement should be filed with the Commission at least 10 calendar days prior to the date that definitive copies of the proxy statement are first sent or given to shareholders in accordance with Rule 14a-6 of the Securities and Exchange Act of 1934, as amended (the “*Exchange Act*”). Such Preliminary Proxy Statement should also disclose the existence of Roumell’s solicitation in opposition and remove any implication that the election of directors at the Annual Meeting is uncontested,² as well as contain the required disclosure under Items 4(b) and 5(b) of Schedule 14A of the Exchange Act, so that all shareholders possess timely, complete and accurate information that complies with the securities laws.

Because shareholders have not yet been afforded an opportunity by the Company to know of the existence of the solicitation in opposition, we respectfully request that the Staff also require that any proxy cards previously submitted by shareholders that accompanied the Definitive Proxy Statement not be counted toward the election of directors, and that the Preliminary Proxy Statement provide prominent disclosure that informs shareholders that in order for their proxy cards to be counted, they must sign and date new proxy cards that will accompany the new definitive proxy statement to be sent to shareholders.

We respectfully request that the Staff consider these matters and take appropriate action to ensure that the Company corrects its disclosures so that the Company’s shareholders will have the benefit of full and fair information upon which to base their decisions. If you have any questions regarding the foregoing or wish to discuss this matter, please do not hesitate to contact the undersigned at (301) 656-8500.

² See page 2 of the Definitive Proxy Statement (“The election of each nominee for Director (Proposal 1), *which is an uncontested election*, will require the affirmative vote of the majority either ‘for’ or ‘against’ the nominee’s election by holders of shares of Common Stock present, in person or represented by proxy, at the Annual Meeting and entitled to vote on such proposal.” (emphasis added)).

We thank the Staff for its time and consideration with respect to this matter.

Very truly yours,

Roumell Asset Management, LLC

/s/ James C. Roumell

James C. Roumell
President

POWER OF ATTORNEY

December 4, 2020

The undersigned hereby constitutes and appoints Craig L. Lukin of Roumell Asset Management, LLC ("**Roumell**"), and with full power of substitution, the undersigned's true and lawful attorney-in-fact to take any and all action in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Enzo Biochem, Inc. (the "**Company**") directly or indirectly beneficially owned by Roumell or any of its affiliates (collectively, the "**Roumell Group**"). Such action shall include, but not be limited to:

1. preparing, executing in the undersigned's name and on the undersigned's behalf, and submitting to the U.S. Securities and Exchange Commission (the "**SEC**") a Form ID, including any amendment(s) thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by or filed pursuant to Sections 13(d), 14(a) or 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") or any rule or regulation of the SEC;

2. executing for and on behalf of the undersigned with respect to the Company, all Schedules 13D and 13G, proxy statements and related filings under Schedule 14A, and Forms 3, 4 and 5, and any amendment(s) thereto, in accordance with Sections 13(d), 14(a) and 16(a) of the Exchange Act and the rules thereunder;

3. executing for and on behalf of the undersigned all Indemnification Agreements, Joint Filing Agreements, or similar documents pursuant to which the undersigned shall agree to be a member of the Roumell Group, and any amendment(s) thereto;

4. doing and performing any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such document, completing and executing any amendment(s) thereto, and timely filing such schedules or forms with the SEC and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13, 14 and 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Roumell Group or required to file any Schedules 13D or 13G, or Forms 3, 4, or 5, (including any amendment(s) thereto) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

/s/ James C. Roumell
James C. Roumell
