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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

**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)

**December 7, 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).

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1	<b>Name of Reporting Person</b> Roumell Asset Management, LLC  <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b> 52-2145132	
2	<b>Check the Appropriate Box if a Member of a Group</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	<b>SEC Use Only</b>	
4	<b>Source of Funds</b> OO	
5	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b> <input type="checkbox"/>	
6	<b>Citizenship or Place of Organization</b> Maryland	
<b>Number of Shares Beneficially Owned by Each Reporting Person with</b>	7	<b>Sole Voting Power</b> 2,702,559 (1)
	8	<b>Shared Voting Power</b> 66,920 (2)
	9	<b>Sole Dispositive Power</b> 2,702,559 (1)
	10	<b>Shared Dispositive Power</b> 66,920 (2)
11	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 2,769,479	
12	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input type="checkbox"/>	
13	<b>Percent of Class Represented by Amount in Row (11)</b> 5.8%	
14	<b>Type of Reporting Person</b> 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	<b>Name of Reporting Person</b> James C. Roumell	
	<b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b>	
2	<b>Check the Appropriate Box if a Member of a Group</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	<b>SEC Use Only</b>	
4	<b>Source of Funds</b> PF	
5	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b> <input type="checkbox"/>	
6	<b>Citizenship or Place of Organization</b> United States	
<b>Number of Shares Beneficially Owned by Each Reporting Person with</b>	7	<b>Sole Voting Power</b> 2,702,559 (1)
	8	<b>Shared Voting Power</b> 66,920 (2)
	9	<b>Sole Dispositive Power</b> 2,702,559 (1)
	10	<b>Shared Dispositive Power</b> 66,920 (2)
11	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 2,769,479	
12	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input type="checkbox"/>	
13	<b>Percent of Class Represented by Amount in Row (11)</b> 5.8%	
14	<b>Type of Reporting Person</b> 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	<b>Name of Reporting Person</b> Matthew M. Loar  <b>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)</b>	
2	<b>Check the Appropriate Box if a Member of a Group</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	<b>SEC Use Only</b>	
4	<b>Source of Funds</b>	
5	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b> <input type="checkbox"/>	
6	<b>Citizenship or Place of Organization</b> USA	
<b>Number of Shares Beneficially Owned by Each Reporting Person with</b>	7	<b>Sole Voting Power</b> 0
	8	<b>Shared Voting Power</b> 0
	9	<b>Sole Dispositive Power</b> 0
	10	<b>Shared Dispositive Power</b> 0
11	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 0	
12	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input type="checkbox"/>	
13	<b>Percent of Class Represented by Amount in Row (11)</b> 0%	
14	<b>Type of Reporting Person</b> IN	

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

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 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 by Amendment No. 1 filed with the SEC on December 4, 2020 (as amended, the “Schedule 13D”).

**ITEM 4. PURPOSE OF TRANSACTION:**

Item 4 is hereby amended and supplemented as follows:

As previously disclosed, on December 3, 2020, RAM delivered a letter to the Issuer, which among other things, informed the Issuer that it vehemently disagreed with the Issuer’s position that RAM’s notice of intent to submit nominations and proposals (the “Notice”) for the Annual Meeting failed to comport with the Bylaws. Further, RAM’s letter requested that the Issuer reconsider its position and accept the Notice by 5:00 p.m., New York time, on December 7, 2020. The Issuer has not provided any response by the time specified and such inaction by the Issuer has only reaffirmed the Reporting Persons’ concerns about the Issuer’s incursion of shareholder democracy by manipulating the nomination deadline and failing to provide adequate notice to shareholders.

It remains the Reporting Persons’ position that the Issuer must accept the Notice as qualifying and timely. The Reporting Persons maintain that shareholders had no reasonably reliable notice prior to October 6, 2020 (the “Purported Nomination Deadline”), the date retrospectively set as the last date that shareholders could submit nominations based on the date of the Annual Meeting confirmed in the Issuer’s “definitive” proxy statement. Furthermore, the Reporting Persons believe that the resignations of two shareholder-nominated directors and the Issuer’s subsequent and swift appointment of Drs. Mary Tagliaferri and Ian B. Walters to the Board after the Purported Nomination Deadline (the “Material Board Changes”) constituted “material” changes that were completely unanticipated by shareholders and necessitated the reopening of the nomination window under New York law. A copy of the Reporting Persons’ response to the Issuer’s rejection of the Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Reporting Persons believe the Issuer may try and justify its decision in part due to the Issuer’s disclosure within its Annual Report on Form 10-K, filed on October 19, 2020 (the “10-K”), which stated that the Annual Meeting would “be held on or about January 4, 2021.”

This 10-K disclosure was not only made after the Purported Nomination Deadline occurred, but the Reporting Persons believe that its indefinite phrasing removed any utility in potentially using the disclosure to calculate the actual shareholder nomination date with any certainty. When, among other things, viewed in combination with the timing of the Material Board Changes, the Reporting Persons believe the Issuer’s obligation to reverse its position and accept the Notice is clear.

**ITEM 7. MATERIALS TO BE FILED AS EXHIBITS:**

99.1 [Response to the Issuer, dated December 3, 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 7, 2020

James C. Roumell

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

Name: James C. Roumell

December 7, 2020

Roumell Asset Management, LLC

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

Name: James C. Roumell

Title: President

December 7, 2020

Matthew M. Loar

By: /s/ Matthew M. Loar

Name: Matthew M. Loar

December 7, 2020

Edward Terino

By: /s/ Edward Terino

Name: Edward Terino

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

December 3, 2020

Enzo Biochem, Inc.  
 527 Madison Avenue  
 New York, New York 10022  
 Attn: Elazar Rabbani, Ph.D.  
 Chairman of the Board of Directors, Chief Executive Officer and Secretary

Re: Email Notice Letter, dated December 1, 2020, from Enzo Biochem, Inc. to Roumell Asset Management, LLC

Dear Dr. Rabbani:

Roumell Asset Management, LLC, a Maryland limited liability company, and its affiliates (collectively, “Roumell”) own in the aggregate approximately 5.8% of the outstanding shares of common stock, par value \$0.01, of Enzo Biochem, Inc., a New York corporation (“Enzo” or the “Company”). As a concerned and large shareholder, we find your terse response to the previously delivered notice of nominations and submission of proposals (the “Notice”) unacceptable. Not only did you fail to describe a single deficiency within the Notice, but you failed to even confirm or deny the timeliness of the Notice’s delivery. In light of the Company’s recent encounter with a shareholder who attempted to bring necessary change to the Company’s Board of Directors (the “Board”), it is alarming to see that the Company seemingly learned nothing from its 2019 Annual Meeting of Shareholders experience.

The Company’s silence with respect to any confirmation of the Notice’s timeliness leads us to suspect that the Company may believe the Notice was not timely. This would be an unfortunate position for the Company to take. Under Article II, Section 15 of the Company’s Amended and Restated By-Laws, as amended (the “Bylaws”), shareholders have the ability to nominate candidates for election to the Board at annual meetings of shareholders. In order for a shareholder nomination notice to be considered “timely” under the Bylaws, it must be delivered to the Company on a date that is ninety (90) to one hundred twenty (120) days prior to the earlier of the date of the upcoming annual meeting of shareholders or the anniversary of the prior year’s annual meeting of shareholders. This “earlier of” component creates the potential for a circumstance in which shareholders may be completely disenfranchised because they have absolutely no means of predicting when the cut-off date for nomination submissions will occur, which, coincidentally, is exactly what happened this year.<sup>1</sup>

Fortunately, New York state has provided means for shareholders of New York corporations to nominate candidates for election to boards of directors despite deliberate attempts to disenfranchise them—a shareholder of a New York corporation has the right to nominate directors at an annual meeting *after* the

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<sup>1</sup> Article II, Section 15 of 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 upcoming annual meeting of shareholders 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.

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nomination deadline has otherwise passed if a “material” change in circumstances caused by the directors of the subject corporation occurs after the nomination deadline. Based on disclosure contained in the Company’s definitive proxy statement in connection with the 2020 Annual Meeting of Shareholders (the “Annual Meeting”), which was filed on November 27, 2020, the period for shareholder nominations in connection with the Annual Meeting ended on October 6, 2020 (“Shareholder Nomination Deadline”). Not only was the Shareholder Nomination Deadline disclosed a full 52 days after it actually took place, giving shareholders zero notice, the Company made several material changes after the Shareholder Nomination Deadline. On November 17, 2020, the Company announced that it was appointing Mary Tagliaferri, M.D. to the Board, which was a full 42 days after the Shareholder Nomination Deadline. Making matters worse, on November 25, 2020, the Company announced that it was making yet another change to the Board, appointing Ian B. Walters, M.D. to the Board, 50 days after the Shareholder Nomination Deadline. As a result of Section 705(c) of the New York Business Corporation Law, each of Drs. Tagliaferri and Walters must be put before shareholders for election at the Annual Meeting despite the Company’s classified Board. We can only take it on faith that in spite of its last minute material Board appointments and each appointee being up for election at the Annual Meeting, it is the Company’s contention that shareholders can no longer contest the Company’s “wisdom” in its appointments. Fortunately for shareholders, the Company is wrong.

In our estimation, the evidence is clear: (1) the Company applied its advance notice bylaw in a way which made compliance with it impossible, thereby thwarting shareholders’ ability to make nominations, (2) there was a “material” change in circumstances after the Shareholder Nomination Deadline and (3) this change was completely unanticipated by shareholders and outside of our control. We have no doubt that with these facts, the Company is obligated to accept the Notice as qualifying and timely. Any other decision by the Company would constitute an obvious incursion of shareholder democracy and would be beneath the dignity of the Board.

For the sake of completeness, we will add an additional reason that the Company should accept the Notice as both qualifying and timely—respect for shareholders, the owners of the enterprise. Due to the Company’s antiquated Bylaws, shareholders do not have many levers to hold directors accountable. We cannot call a special meeting. This leaves the submission of a contested slate at an annual meeting of shareholders as our main means of affecting change to the composition of the Board, which is why we view our request as simply asking the Company to do the right thing—to respect its shareholders, reject entrenchment and embrace shareholder democracy.

However, make no mistake about this, if the Company maintains its high-handed refusal to willingly accept the Notice as qualifying and timely, we are prepared to protect shareholders’ interests with every tool available at our disposal. We hope that the Company reflects on our commitment and reconsiders its decision related to the Notice. If it does not, we will interpret it as yet another example of the Company’s refusal to work constructively with shareholders—another failure of the Company to do the right thing.

Please respond to this request for acceptance and waiver by not later than 5:00 p.m., New York time, on Monday, December 7, 2020. None of the foregoing shall be deemed to abridge or affect my rights as an Enzo shareholder, and I hereby reserve all of my rights as a shareholder.

We look forward to receiving your response.



Very truly yours,

ROUMELL ASSET MANAGEMENT, LLC

By: /s/ James C. Roumell

Name: James C. Roumell

Title: President