

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): **September 5, 2023**

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.)

81 Executive Blvd. Suite 3
Farmingdale, New York
(Address of Principal Executive Offices)

11735
(Zip Code)

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

N/A
(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:

- 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, \$0.01 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 5, 2023, Enzo Biochem, Inc. (the "Company") entered into a Separation Agreement and General Release (the "Separation Agreement") with Hamid Erfanian, the Company's Chief Executive Officer, which provides for Mr. Erfanian's separation of employment, resignations from his positions as Chief Executive Officer and as a director of the Company and the payment of severance benefits as described below. Pursuant to the Separation Agreement, Mr. Erfanian's resignations as Chief Executive Officer and as a director are effective immediately and his final date of employment with the Company shall be November 18, 2023 (the "Separation Date").

Pursuant to the Separation Agreement, Mr. Erfanian will be entitled to the following severance benefits: (i) a payment equaling twelve (12) months of his annual base salary of \$624,000, subject to standard payroll deductions and withholdings; (ii) a lump-sum payment of \$187,200, representing his annual bonus; (iii) a grant of restricted shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), in an amount equal to \$1,502,488 with 50% of the restricted Common Stock granted as soon as reasonably practicable after September 13, 2023, and the remaining 50% granted on the earlier of July 24, 2024 and a Change in Control of the Company (as defined in Mr. Erfanian's employment agreement with the Company); and (iv) the vesting on the Separation Date of a restricted stock unit award of 260,000 shares of Common Stock and an option to purchase 700,000 shares of Common Stock that were previously granted to Mr. Erfanian. The foregoing will be subject to continued compliance with existing restrictive covenants under Mr. Erfanian's employment agreement with the Company and execution of a reaffirmation attached as Exhibit A to the Separation Agreement.

The foregoing summary of the Separation Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Separation Agreement, a copy of which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2023.

On September 5, 2023, the Company's board of directors appointed Kara Cannon, the Company's Chief Operating Officer, to serve as Interim Chief Executive Officer of the Company, effective immediately upon Mr. Erfanian's resignation as Chief Executive Officer. In connection with her appointment as Interim Chief Executive Officer, Ms. Cannon's base salary will increase from \$308,000 to \$350,000.

Ms. Cannon's biography is set forth in the Company's definitive proxy statement for its 2022 annual meeting of shareholders, filed with the Securities and Exchange Commission on December 21, 2022.

Ms. Cannon has no family relationships with any of the Company's directors or executive officers, and is not a party to, and does not have any direct or indirect material interest in, any transaction requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD.

On September 6, 2023, the Company issued a press release announcing the resignation of Mr. Erfanian. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information in this Item 7.01 is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Exhibit Name
99.1	Press Release, dated September 6, 2023, issued by Enzo Biochem, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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SIGNATURES

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: September 6, 2023

By: /s/ Patricia Eckert
Patricia Eckert
Interim Chief Financial Officer

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Enzo Biochem Announces Departure of Hamid Erfanian and Appointment of Kara Cannon as Interim CEO

FARMINGDALE, NY, Sept. 06, 2023 (GLOBE NEWSWIRE) -- Enzo Biochem, Inc. (NYSE: ENZ) announced today that Hamid Erfanian, Chief Executive Officer (CEO), will be resigning his seat on the Board of Directors and departing the Company effective September 5, 2023, with Enzo's Chief Operating Officer, Kara Cannon, assuming the role of interim CEO.

"We thank Hamid for the commitment he has brought to Enzo Biochem, Inc." Chairperson of the Board Mary Tagliaferri, MD stated, "Hamid successfully led the Company through the divestiture of Enzo Clinical Lab, Inc. We wish him well in all his future endeavors and are excited to focus on the life sciences division. We are confident in Kara to lead the Company forward during this transition. Kara is a seasoned healthcare executive with over thirty years of experience in strategic and tactical marketing, sales, manufacturing and general operations management, including thirteen years of experience at Enzo."

"It has been an honor to serve the employees, shareholders and Board of Directors of the company and I firmly believe Enzo has a bright future," said Mr. Erfanian.

Ms. Cannon stated, "I am appreciative to the Board of Directors for the opportunity to unlock the full potential of Enzo Life Sciences through the expansion of our product line and growth in sales. I look forward to leading the company during this exciting next phase of development."

About Enzo Biochem

For more than 45 years, Enzo Biochem has been a leader in innovation and product development to support a diverse range of needs in biomedical research and healthcare. With a comprehensive portfolio of thousands of high-quality products including antibodies, genomic probes, assays, biochemicals, and proteins, Enzo Biochem, Inc.'s Life Science division supports the work of academic research centers and industry partners who are shaping the future of healthcare around the world. The company's proprietary products and technologies play central roles in all areas of translational research and drug development, including cell biology, genomics, assays, immunohistochemistry and small molecule chemistry. Enzo Biochem, Inc. has a broad and deep intellectual property portfolio, with patent coverage across a number of key enabling technologies. For more information, please visit Enzo.com or follow Enzo Biochem on Twitter and LinkedIn.

Forward-Looking Statements

Except for historical information, the matters discussed in this release may be considered "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include declarations regarding the intent, belief or current expectations of the Company and its management, including those related to cash flow, gross margins, revenues, and expenses which are dependent on a number of factors outside of the control of the Company including, inter alia, the markets for the Company's products and services, costs of goods and services, other expenses, government regulations, litigation, and general business conditions. See Risk Factors in the Company's Form 10-K for the fiscal year ended July 31, 2022 and our Quarterly Report on Form 10-Q for the quarter ended April 30, 2023. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties that could materially affect actual results. The Company disclaims any obligations to update any forward-looking statement as a result of developments occurring after the date of this release.

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Enzo Biochem Contacts

For Enzo Biochem:

Patricia Eckert, Interim CFO
631-755-5500
peckert@enzo.com

For Investors:

Chris Calabrese
LifeSci Advisors, LLC
917-680-5608
ccalabrese@lifesciadvisors.com