

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): **January 31, 2024**

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 11735**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(631) 755-5500**

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(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	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-2 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 January 31, 2024, the board of directors (the "Board") of Enzo Biochem, Inc. (the "Company") appointed Kara Cannon to serve as the Chief Executive Officer of the Company and Patricia Eckert, CPA, to serve as the Chief Financial Officer of the Company, in each case, until her successor is duly elected and qualified. Ms. Cannon previously served as the Company's interim Chief Executive Officer since her appointment to such position on September 5, 2023, as disclosed in a Current Report on Form 8-K filed by the Company on September 7, 2023. Prior to that, Ms. Cannon was the Company's Chief Operating Officer; she has been employed with the Company since 2011. Ms. Eckert previously served as the Company's interim Chief Financial Officer since November 14, 2022, as disclosed in a Current Report on Form 8-K filed by the Company on October 20, 2022.

Each of Ms. Cannon's and Ms. Eckert's biographies is set forth in the Company's definitive proxy statement for its 2023 Annual Meeting of Shareholders (which was held on January 31, 2024) (the "2023 Annual Meeting"), filed with the Securities and Exchange Commission on December 21, 2023. Neither Ms. Cannon nor Ms. Eckert has any 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 5.07. Submission of Matters to a Vote of Security Holders.

At the 2023 Annual Meeting, the holders of 44,403,262 (87.94%) shares of the Company's common stock outstanding and entitled to vote, as of the December 8, 2023 record date for the meeting, were represented in person or by proxy; accordingly, a quorum was present.

The shareholders of the Company voted at the 2023 Annual Meeting on the following items: (1) the election of Steven J. Pully, Bradley L. Radoff, Mary Tagliaferri, M.D., and Kara Cannon to the Board to hold office for a term ending as of the Company's 2024 Annual Meeting of Shareholders, and until each such director's successor is elected and qualified; (2) the approval, by a nonbinding advisory vote, of the compensation of the Company's named executive officers; and (3) the ratification of 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, 2024. The voting

results with respect to each of the matters described were as follows:

1. The shareholders of the Company elected each of Steven J. Pully, Bradley L. Radoff, Mary Tagliaferri, M.D., and Kara Cannon to serve on the Board for a term ending as of the Company's 2024 Annual Meeting of Shareholders, and until each such director's successor is elected and qualified, as set forth below.

Name	Votes For	Votes Against	Withheld	Broker Non-Votes
Steven J. Pully	29,437,282	841,882	4,824,409	9,299,689
Bradley L. Radoff	23,341,654	6,914,452	4,847,467	9,299,689
Mary Tagliaferri, M.D.	22,450,690	7,832,236	4,820,647	9,299,689
Kara Cannon	29,645,663	5,387,299	70,611	9,299,689

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2. The shareholders of the Company did not approve, by a nonbinding advisory vote, the compensation of the Company's named executive officers, as set forth below.

Votes For	Votes Against	Abstentions	Broker Non-Votes
13,934,600	17,310,884	3,858,089	9,299,689

3. The shareholders of the Company ratified 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, 2024, as set forth below.

Votes For	Votes Against	Abstentions	Broker Non-Votes
39,403,460	117,240	4,882,562	0

Item 7.01 Regulation FD Disclosure

On February 1, 2024, the Company issued a press release announcing the results of the 2023 Annual Meeting. The full text of the press release is furnished as Exhibit 99.1 hereto and incorporated by reference herein. The information in this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for the 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 incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly stated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Enzo Biochem, Inc. Press Release dated February 1, 2024
104	Cover Page Interactive Data File (formatted in Inline XBRL)

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SIGNATURES

Pursuant to the requirements of the Securities 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.

By: /s/ Patricia Eckert

Name: Patricia Eckert

Title: Chief Financial Officer

Date: February 1, 2024

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Enzo Biochem Reports Results of its Annual Meeting of Shareholders and Officer Appointments

FARMINGDALE, NY, Feb 1, 2024 (GLOBE NEWSWIRE) -- Enzo Biochem, Inc. (NYSE: ENZ) (“Enzo” or the “Company”), a leading life science company, announced the voting results from its Annual Meeting held on January 31, 2024 and officer appointments.

Summary of the Fiscal Year 2023 Annual Shareholder Meeting Proposals

Proposal One – The shareholders elected Kara Cannon, Steven J. Pully, Bradley L. Radoff, and Mary Tagliaferri, M.D. to the Company’s Board of Directors to hold office for a term ending as of our Fiscal 2024 annual meeting of shareholders, and until each such director’s successor is elected and qualified.

Proposal Two – The shareholders did not approve, by a non-binding advisory vote, the compensation of the Company’s named Executive Officers.

Proposal Three – The shareholders ratified 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, 2024.

Appointment of Kara Cannon as Chief Executive Officer and Patricia Eckert as Chief Financial Officer

The Board of Directors resolved unanimously to appoint Kara Cannon and Patricia Eckert on a permanent basis to the roles of Chief Executive Officer and Chief Financial Officer, respectively, removing the “interim” from their titles. “I am very pleased to be working with Kara and Patty, and applaud their dedication and passionate commitment to the Company and their focus on creating shareholder value”, stated Steven Pully, Chairman of the Board of Enzo. “Appointing them to their roles on a permanent basis is recognition of their continuing efforts on behalf of the Company and its shareholders.”

About Enzo Biochem

Enzo Biochem, a pioneer in molecular diagnostics, contributes to advancing healthcare with its comprehensive portfolio of technical platforms and reagent sets supporting a diverse range of biomedical research and translational science needs. A leader in innovation and product development for over 45 years, scientists have trusted Enzo Biochem to manufacture and supply a comprehensive portfolio of thousands of high-quality products, including antibodies, genomic probes, assays, biochemicals, and proteins. The Company’s proprietary products and technologies play central roles in all translational research and drug development areas, including cell biology, genomics, assays, immunohistochemistry, and small molecule chemistry. Enzo Biochem, Inc.’s Life Science division supports the work of research centers and industry partners, shaping the future of healthcare worldwide. Enzo Biochem, Inc. has a broad and deep intellectual property portfolio, with patent coverage across many vital enabling technologies. For more information, please visit Enzo.com or follow Enzo Biochem on X 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, 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

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