UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

Mark one

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 30, 2005

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 | 13-2866202 |
|---|---|
| (State or Other Jurisdiction of Incorporation or Organization) | (IRS. Employer Identification No.) |
| 60 Executive Blvd., Farmingdale, New York | 11735 |
| (Address of Principal Executive office) | (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 | New York Stock Exchange |
|---|---|
| (Title of Class) | (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.

_X_ Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 125-2).

_X_ Yes No

As of May 20, 2005 the Registrant had 32,137,300 shares of Common Stock outstanding.

ENZO BIOCHEM, INC.
FORM 10-Q
April 30, 2005

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ENZO BIOCHEM, INC.
PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS
(In thousands)

| ASSETS | April 30, 2005 (unaudited) | July 31, 2004 |
|---|---|---|
| Current assets: | | |
| Cash and cash equivalents | $ 73,593 | $ 54,499 |
| Marketable securities | 6,680 | 17,242 |
| Accounts receivable, less allowance for doubtful accounts | 14,096 | 14,794 |
| Income tax receivable | 4,143 | 3,907 |
| Inventories | 2,910 | 3,434 |
| Prepaid expenses | 1,638 | 1,833 |
| Prepaid taxes | 303 | -- |
| Deferred taxes | 785 | 1,975 |
| Total current assets | 104,148 | 97,684 |
| Property and equipment, at cost less accumulated depreciation and amortization | 2,681 | 2,414 |
| Goodwill | 7,452 | 7,452 |
| Patent costs, less accumulated amortization | 1,670 | 2,624 |
| Other | 165 | 160 |
| | $116,116 | $110,334 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Trade accounts payable | $ 1,209 | $ 2,092 |
| Deferred revenue | 955 | -- |
| Accrued legal fees | 1,163 | 2,051 |
| Accrued payroll | 721 | 258 |
| Other accrued expenses | 1,139 | 711 |
| Accrued research and development expenses | 90 | 225 |
| Installment payable | 150 | -- |
| Deferred rent | -- | 87 |
| Total current liabilities | 5,427 | 5,424 |
| Deferred taxes | 446 | 444 |
| Long term installment payable | 150 | 300 |
| Commitments and contingencies | | |
| 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: 32,521,746 at April 30, 2005 and 30,864,800 at July 31, 2004 | 325 | 309 |
| Additional paid-in capital | 230,999 | 205,920 |
| Less treasury stock at cost: 384,451 shares at April 30, 2005 and 349,900 shares at July 31, 2004 | (5,994) | (5,669) |
| Accumulated deficit | (115,116) | (96,148) |

| | | |
|---|---|---|
| Accumulated other comprehensive loss | (121) | (246) |
| Total stockholders' equity | 110,093 | 104,166 |
| | $116,116 | $110,334 |



ENZO BIOCHEM, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(In thousands, except per share data)

<TABLE>
<CAPTION>

| | Three Months Ended April 30, | | Nine Months Ended April 30, | |
|---|---|---|---|---|
| Revenues: | 2005 | 2004 | 2005 | 2004 |
| <S> | <C> | <C> | <C> | <C> |
| Research product revenues and royalty income | $ 2,385 | $4,215 | $8,112 | $10,942 |
| Clinical laboratory services | 8,615 | 7,550 | 24,423 | 22,123 |
| | 11,000 | 11,765 | 32,535 | 33,065 |
| Costs and expenses and other (income): | | | | |
| Cost of research product revenues | 535 | 441 | 1,665 | 1,238 |
| Cost of clinical laboratory services | 3,430 | 2,619 | 9,203 | 7,457 |
| Research and development expense | 2,208 | 2,073 | 6,450 | 6,354 |
| Selling, general and administrative expenses | 5,459 | 3,643 | 14,334 | 10,911 |
| Provision for uncollectible accounts receivable | 950 | 2,849 | 3,573 | 8,354 |
| Legal expense | 1,387 | 1,337 | 3,690 | 4,116 |
| Interest income | (416) | (306) | (1,055) | (902) |
| Gain on patent litigation settlement | -- | -- | (14,000) | -- |
| | 13,553 | 12,656 | 23,860 | 37,528 |
| (Loss) income before income taxes | (2,553) | (891) | 8,675 | (4,463) |
| Benefit (provision) for income taxes | 1,056 | 431 | (3,680) | 2,224 |
| Net (loss) income | ($1,497) | ($ 460) | $4,995 | ($2,239) |
| Net (loss) income per common share: | | | | |
| Basic | ($ 0.05) | ($0.01) | $ 0.16 | ($ 0.07) |
| Diluted | ($ 0.05) | ($0.01) | $ 0.15 | ($ 0.07) |
| Denominator for per share calculation: | | | | |
| Basic | 32,122 | 31,713 | 32,082 | 31,586 |
| Diluted | 32,122 | 31,713 | 32,745 | 31,586 |

</TABLE>



ENZO BIOCHEM, INC
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In thousands)

| | Nine Months Ended April 30, | |
|---|---|---|
| Cash flows from operating activities: | 2005 | 2004 |
| Net income (loss) | $4,995 | ($2,239) |
| Adjustments to reconcile net income (loss) to net cash provided by/(used in) operating activities: | | |
| Depreciation and amortization of property and equipment | 688 | 793 |
| Amortization of deferred patent costs | 979 | 900 |
| Provision for uncollectible accounts receivable | 3,573 | 8,354 |
| Issuance of stock for 401 K plan | 352 | 282 |
| Deferred rent | (87) | (174) |
| Deferred taxes | 1,192 | (2,010) |
| Loss on sales of marketable securities | 200 | -- |
| Changes in operating assets and liabilities: | | |
| Accounts receivable before provision for uncollectible amounts | (2,875) | (8,274) |
| Inventories | 524 | 375 |
| Income taxes receivable | (236) | (695) |
| Prepaid expenses | 195 | 581 |

| | | |
|---|---|---|
| Prepaid taxes | (303) | 415 |
| Trade accounts payable and other accrued expenses | (455) | (191) |
| Accrued research and development expenses | (135) | (398) |
| Deferred revenue | 955 | -- |
| Accrued legal fees | (888) | (105) |
| Accrued payroll | 463 | (222) |
| Total adjustments | 4,142 | (369) |
| Net cash provided by (used in) operating activities | 9,137 | (2,608) |
| Cash flows from investing activities: | | |
| Capital expenditures | (955) | (938) |
| Patent costs deferred | (25) | (414) |
| Sales (purchases) of marketable securities, net | 10,594 | (287) |
| Security deposits | (5) | 4 |
| Net cash provided by (used in) investing activities | 9,609 | (1,635) |
| Cash flows from financing activities: | | |
| Proceeds from the exercise of stock options | 348 | 841 |
| Proceeds from insurance loss | -- | 13 |
| Net cash provided by financing activities | 348 | 854 |
| Net increase (decrease) in cash and cash equivalents | 19,094 | (3,389) |
| Cash and cash equivalents at the beginning of the period | 54,499 | 63,268 |
| Cash and cash equivalents at the end of the period | $73,593 | $59,879 |

Supplemental Disclosure for Statement of Cash Flows

In April 2004, certain officers of the Company exercised incentive stock options. The Company issued 769,290 shares of common stock, and the Officers exchanged matured shares. The Company recorded the 367,395 shares received, adjusted, as treasury stock.

In December 2004, a director of the Company exercised incentive stock options. The Company issued 31,660 shares of commons stock, and the director exchanged matured shares. The company recorded the 17,056 shares received as treasury stock.



ENZO BIOCHEM, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
April 30, 2005
(Unaudited)

Note 1. Basis of Presentation

The consolidated financial statements are unaudited and reflect all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the financial position and operating results for the interim periods. The consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended July 31, 2004 and notes thereto contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission. The results of operations for the nine months ended April 30, 2005 are not necessarily indicative of the results to be expected for the entire fiscal year ending July 31, 2005.

Reclassifications

Certain amounts in prior years have been reclassified to conform to current year presentation.

Note 2. Stock Based Compensation Plans

In December 2004, the Financial Accounting Standards Board ("FASB") issued SFAS No. 123 "Share-Based Payment" ("SFAS 123(R)"). The statement requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the fair value of the equity or liability instrument issued. The statement covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. The Company will be required to adopt SFAS 123(R) as of August

1, 2005, the first day of its fiscal year ending July 31, 2006. The adoption of SFAS 123(R) may have a material impact on the consolidated financial statements of the Company.

For the fiscal year ending July 31, 2005, the Company will continue to account for stock option grants to employees under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. Under APB No. 25, because the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recorded.

Pro forma information regarding net income (loss) applicable to common stockholders is required by FASB Statement No. 123 ("SFAS 123"), "Accounting for Stock-Based Compensation," which also requires that the information be determined as if the Company has accounted for its stock options under the fair value method of that statement. For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period.

The following table illustrates the effect on net (loss) income and (loss) earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based compensation for the periods ended April 30, 2005 and 2004:



| (In thousands, except for share data) | Three months ended April 30, 2005 | Three months ended April 30, 2004 | Nine months ended April 30, 2005 | Nine months ended April 30, 2004 |
|---|---|---|---|---|
| Reported net (loss) income ..... | ($1,497) | ($ 460) | $4,995 | ($2,239) |
| Pro forma compensation expense ..... | (1,101) | (983) | (3,133) | (2,285) |
| Pro forma net (loss) income ..... | ($2,598) | ($1,443) | $1,862 | ($4,524) |
| (Loss) earnings per share: | | | | |
| Basic - as reported ..... | ($.05) | ($.01) | $.16 | ($.07) |
| Basic - pro forma ..... | ($.08) | ($.05) | $.06 | ($.14) |
| Diluted - as reported ..... | ($.05) | ($.01) | $.15 | ($.07) |
| Diluted - pro forma ..... | ($.08) | ($.05) | $.06 | ($.14) |

The Company applies SFAS No. 128, "Earnings per Share." SFAS No. 128 establishes standards for computing and presenting earnings per share. Basic net (loss) income per share represents net (loss) income divided by the weighted average number of common shares outstanding during the period. The dilutive effect of potential common shares, consisting of outstanding stock options, is determined using the treasury stock method in accordance with SFAS No. 128. Diluted weighted average shares outstanding for the three and nine month periods ended April 30, 2004 and for the three months ended April 30, 2005 do not include the potential common shares from stock options because to do so would have been antidilutive. Accordingly, basic and diluted net loss per share for those periods is the same. The following table sets forth the computation of basic and diluted net (loss) income per share pursuant to SFAS 128.

<TABLE>
<CAPTION>

| (In thousands, except for share data) | Three months ended April 30, 2005 | Three months ended April 30, 2004 | Nine months ended April 30, 2005 | Nine months ended April 30, 2004 |
|---|---|---|---|---|
| <S> | <C> | <C> | <C> | <C> |
| Numerator: | | | | |
| Net (loss) income for numerator for basic and diluted earnings per common share | ($1,497) | ($460) | $4,995 | ($2,239) |
| Denominator: | | | | |
| Denominator for basic earnings per common equivalent share during the period | 32,122 | 31,713 | 32,082 | 31,586 |
| Effect of dilutive employee and director stock options and warrants | -- | -- | 663 | -- |
| Denominator for diluted (loss) earnings per common equivalent share and assumed conversions | 32,122 | 31,713 | 32,745 | 31,586 |
| Basic net (loss) income per share | ($.05) | ($.01) | $.16 | ($.07) |

| | | | | |
|---|---|---|---|---|
| Diluted net (loss) income per share | ($.05) | ($.01) | $.15 | ($.07) |

</TABLE>



The following table summarizes, for each period presented, the number of shares excluded from the computation of diluted earnings per share, as their effect upon potential issuance was anti-dilutive.

| (In thousands) | Three months ended April 30, | | Nine months ended April 30, | |
|---|---|---|---|---|
| | 2005 | 2004 | 2005 | 2004 |
| Employee and director stock options and warrants | 639 | 617 | -- | 916 |

The Company declared a 5% stock dividend on October 5, 2004 which was paid on November 15, 2004 to shareholders of record as of October 25, 2004. The shares and per share data have been adjusted to retroactively reflect this stock dividend for all periods presented. The Company recorded a charge to accumulated deficit and a credit to common stock and additional paid-in-capital in the amount of $24.0 million which reflects the fair value of the dividend on the date of declaration.

Note 3. Inventories

Inventories consist of the following, as of:

| (in thousands) | April 30, 2005 | July 31, 2004 |
|---|---|---|
| Raw Materials | $72 | $125 |
| Work in process | 1,628 | 2,188 |
| Finished products | 1,210 | 1,121 |
| | $2,910 | $3,434 |

Note 4. Gain on Patent Litigation Settlement

On October 14, 2004, the Company finalized and executed a settlement and license agreement with Digene Corporation to settle its patent litigation lawsuit. Under the terms of the agreement, the Company received an initial payment of $16.0 million, of which $2.0 million is to be used to offset royalty income payments based upon net sales of licensed products covered by the agreement during the first year. The Company will receive in the first annual period (October 1, 2004 to September 30, 2005) a minimum royalty payment of $2.5 million inclusive of the $2 million discussed above and at least a minimum royalty of $3.5 million for each of the next four annual periods. In addition, the agreement provides for the Company to receive quarterly running royalties on the net sales of Digene products subject to the license until the expiration of the patent on April 24, 2018. These quarterly running royalties will be fully creditable against the minimum royalty payments due in the first five years of the agreement. The balance, if any, of the minimum royalty payment will be recognized in the final quarter of the applicable annual royalty period. As a result of this settlement and license agreement with Digene (the "Digene agreement"), the Company recorded a gain on patent litigation settlement of $14.0 million in the first quarter of Fiscal 2005. During the fiscal quarters ended April 30, 2005 and January 31, 2005, the Company recognized royalties from the Digene agreement, which is included in research product revenues and royalty income. See Legal Proceedings.





Note 5 - Segment Information

The Company follows the provisions of SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS No. 131"). 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 and sells products derived from these activities. The clinical reference laboratories provide diagnostic services to the health care community. The Company evaluates segment performance based on segment income (loss) before taxes. Costs excluded from segment income (loss) before taxes 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 have not been included in the reportable segments below.

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

<TABLE>
<CAPTION>

| SEGMENT | RESEARCH AND DEVELOPMENT | | CLINICAL REFERENCE LABORATORIES | | OTHER | | CONSOLIDATED | |
|---|---|---|---|---|---|---|---|---|
| | THREE MONTHS ENDED APRIL 30, | | THREE MONTHS ENDED APRIL 30, | | THREE MONTHS ENDED APRIL 30, | | THREE MONTHS ENDED APRIL 30, | |
| Operating revenues: | 2005 | 2004 | 2005 | 2004 | 2005 | 2004 | 2005 | 2004 |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| Research product revenues | $2,385 | $4,215 | -- | -- | -- | -- | $2,385 | $4,215 |
| Clinical laboratory services | -- | -- | 8,615 | $7,550 | -- | -- | $8,615 | 7,550 |
| Cost and expenses and other (income): | | | | | | | | |
| Cost of research product revenues | 535 | 441 | -- | -- | -- | -- | 535 | 441 |
| Cost of clinical laboratory services | -- | -- | 3,430 | 2,619 | -- | -- | 3,430 | 2,619 |
| Research and development expense | 2,208 | 2,073 | -- | -- | -- | -- | 2,208 | 2,073 |
| Provision for uncollectible accounts receivable | -- | -- | 950 | 2,849 | -- | -- | 950 | 2,849 |
| Other costs and expenses | 659 | 642 | 3,361 | 2,396 | 2,826 | 1,942 | 6,846 | 4,980 |
| Interest income | -- | -- | -- | -- | (416) | (306) | (416) | (306) |
| (Loss) Income before income taxes | (1,017) | 1,059 | 874 | (314) | (2,410) | (1,636) | (2,553) | (891) |

<CAPTION>

| | NINE MONTHS ENDED APRIL 30, | | NINE MONTHS ENDED APRIL 30, | | NINE MONTHS ENDED APRIL 30, | | NINE MONTHS ENDED APRIL 30, | |
|---|---|---|---|---|---|---|---|---|
| Operating revenues: | 2005 | 2004 | 2005 | 2004 | 2005 | 2004 | 2005 | 2004 |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| Research product revenues | $8,112 | $10,942 | -- | -- | -- | -- | 8,112 | 10,942 |
| Clinical laboratory services | -- | -- | 24,423 | $22,123 | -- | -- | 24,423 | 22,123 |
| Cost and expenses and other (income): | | | | | | | | |
| Cost of research product revenues | 1,665 | 1,238 | -- | -- | -- | -- | 1,665 | 1,238 |
| Cost of clinical laboratory services | -- | -- | 9,203 | 7,457 | -- | -- | 9,203 | 7,457 |
| Research and development expense | 6,450 | 6,354 | -- | -- | -- | -- | 6,450 | 6,354 |
| Provision for uncollectible accounts receivable | -- | -- | 3,573 | 8,354 | -- | -- | 3,573 | 8,354 |
| Other costs and expenses | 1,918 | 1,740 | 9,228 | 7,053 | 6,878 | 6,234 | 18,024 | 15,027 |
| Interest income | -- | -- | -- | -- | (1,055) | (902) | (1,055) | (902) |
| Gain on patent litigation settlement | (14,000) | -- | -- | -- | -- | -- | (14,000) | -- |
| Income (loss) before income taxes | 12,079 | $1,610 | 2,419 | (741) | (5,823) | (5,332) | 8,675 | (4,463) |

| | | | | | |
|---|---|---|---|---|---|
| ======= | ======= | ======= | ======= | ======= | ======= |
| ======= | ======= | | | | |

</TABLE>



ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements and related notes. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements. See "Forward-Looking and Cautionary Statements." in our Form 10-K for the year ended July 31, 2004. Because of those factors, you should not rely on past financial results as an indication of future performance. We believe that period-to-period comparisons of our financial results to date are not necessarily meaningful and expect that our results of operations might fluctuate from period to period in the future.

Enzo Biochem, Inc. (the "Company" or "Enzo") is a leading life sciences and biotechnology company focused on harnessing genetic processes to develop research tools, diagnostics and therapeutics. Enzo also provides clinical laboratory services to the medical community. In addition, our work in gene analysis has led to our development of significant therapeutic product candidates, several of which are currently in clinical trials, and several are in preclinical studies.

The business activities of the Company are performed by the Company's three wholly owned subsidiaries. These activities are: (1) research and development, manufacturing and marketing of biomedical research products and tools through Enzo Life Sciences and research and development of therapeutic products through Enzo Therapeutics, and (2) the operation of a clinical reference laboratory through Enzo Clinical Labs. For information relating to the Company's business segments, see Note 5 of the Notes to Consolidated Financial Statements.

The Company's source of revenue has been from the direct sales of research products of labeling and detection reagents for the genomics and sequencing markets, as well as through non-exclusive distribution agreements. The other source of revenue has been from the clinical reference laboratory service market. Clinical laboratory services are provided to patients covered by various third party insurance programs, including Medicare, and to patients who are self payers. Clinical laboratory services revenues are net of contractual discounts and allowances, which is the difference between services invoiced and the estimated payment expected from Medicare and third party insurance programs. The clinical laboratory is subject to seasonal fluctuations in operating results. Volume of testing generally declines during the summer months, the year-end holiday period and other major holidays. In addition, volume declines due to inclement weather may reduce net revenues. Therefore, comparison of the results of successive quarters may not accurately reflect trends or results for the full year. For the nine months ended April 30, 2005 and 2004, respectively, approximately 25% and 33% of the Company's operating revenues were derived from research product sales and royalty income and approximately 75% and 67% were derived from clinical laboratory services.

LIQUIDITY AND CAPITAL RESOURCES

At April 30, 2005, our cash and cash equivalents and marketable securities totaled $80.3 million, an increase of $8.5 million from July 31, 2004. We had working capital of $98.7 million at April 30, 2005 compared to $92.3 million at July 31, 2004.

Net cash provided by operating activities for the nine month period ended April 30, 2005 was approximately $9.1 million as compared to net cash used in operating activities of ($2.6) million for the nine month period ended April 30, 2004. The increase in net cash provided by operating activities was primarily due to net income in the 2005 period resulting from a settlement and license agreement with Digene Corporation as compared to the net loss in the 2004 period.



On October 14, 2004, the Company finalized and executed a settlement and license agreement with Digene Corporation to settle its patent litigation lawsuit. Under the terms of the agreement, the Company received an initial payment of $16.0 million, of which $2.0 million is to be used to offset royalty income payments based upon net sales of licensed products covered by the agreement during the first year. The Company will receive in the first annual period (October 1, 2004 to September 30, 2005) a minimum royalty payment of $2.5 million inclusive of the $2 million discussed above and at least a minimum royalty of $3.5 million for each of the next four annual periods. In addition, the agreement provides for the Company to receive quarterly running royalties on the net sales of Digene products subject to the license until the expiration of the patent on

April 24, 2018. These quarterly running royalties will be fully creditable against the minimum royalty payments due in the first five years of the agreement. The balance, if any, of the minimum royalty payment will be recognized in the final quarter of the applicable annual royalty period. As a result of this settlement and license agreement with Digene (the "Digene agreement"), the Company recorded a gain on patent litigation settlement of $14.0 million in the first quarter of Fiscal 2005. During the fiscal nine months ended April 30, 2005, the Company recognized royalties from the Digene agreement, which is included in research product revenues and royalty income. See Legal Proceedings.

Net cash provided by investing activities was approximately $9.6 million during the nine months ended April 30, 2005, as compared to net cash used in investing activities of ($1.6) during the nine months ended April 30, 2004. The increase during the 2005 period was primarily the result of the net sales of marketable securities totaling $10.6 million. Net cash provided by financing activities was approximately $0.3 million during the nine months ended April 30, 2005, as compared to $0.9 during the nine months ended April 30, 2004. The cash provided in both periods was primarily from the exercise of stock options. There was less option exercise activity during the 2005 period than the 2004 period.

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.

CRITICAL ACCOUNTING POLICIES

GENERAL

The Company's discussion and analysis of its financial condition and results of operations are based upon Enzo Biochem, Inc. consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses; these estimates and judgments also affect related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to contractual allowance, allowance for uncollectible accounts, intangible assets and income taxes. The Company bases its estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

REVENUE RECOGNITION

Revenues from the clinical reference laboratory are recognized when services are provided. The Company's revenue is based on amounts billed or billable for services rendered, net of contractual adjustments and other arrangements made with third-party payers to provide



services at less than established billing rates. Revenues from research product sales, excluding certain non-exclusive distribution agreement revenues, are recognized when the products are shipped.

The Company has certain non-exclusive distribution agreements, which provide for consideration to be paid to the distributors for the manufacture of certain products. The Company records such consideration provided to distributors under these non-exclusive distribution agreements as a reduction to research product revenues. The revenue from these non-exclusive distribution agreements are recognized when shipments are made to their respective customers and reported to the Company. Under the Digene agreement, the Company records royalty income based on the net sales of products subject to the license, as reported by Digene to the Company.

CONTRACTUAL ALLOWANCES

The percentage of the Company's revenues derived from Medicare, third party payers, commercial insurers and managed care patients continue to increase. The Medicare regulations and various managed care contracts are often complex and may include multiple reimbursement mechanisms for different types of services provided in our clinical laboratory. We estimate the allowance for contractual allowances on a payer-specific basis given our interpretation of the applicable regulations and historical calculations. However, the services authorized and provided and related reimbursement are often subject to interpretation that could result in payments that differ from our estimates. Additionally, updated regulations occur frequently that necessitates continual review and assessment of the estimation process by management.

ALLOWANCE FOR DOUBTFUL ACCOUNTS

The Company's ability to collect outstanding receivables from third party payers is critical to its operating performance and cash flows. The primary collection risk lies with uninsured patients or patients for whom primary insurance has paid but a patient portion remains outstanding. The Company estimates the allowance for doubtful accounts primarily based upon the age of the accounts since invoice date. The Company continually monitors its accounts receivable balances and utilizes cash collections data to support the basis for its estimates of the provision for doubtful accounts. Significant changes in payer mix or regulations could have a significant impact on the Company's results of operations and cash flows. In addition, the Company has implemented a process to estimate and review the collections of its receivables based on the period they have been outstanding. Historical collection and payer reimbursement experience is an integral part of the estimation process related to reserves for doubtful accounts. The Company also assesses the current state of its billing functions in order to identify any known collection or reimbursement issues in order to assess the impact, if any, on the reserve estimates, which involves judgment. The Company believes that the collectibility of its receivables is directly linked to the quality of its billing processes, most notably, those related to obtaining the correct information in order to bill effectively for the services provided. Revisions in reserve for doubtful accounts estimates are recorded as an adjustment to bad debt expense. The Company believes that its collection and reserves processes, along with the close monitoring of its billing processes, helps reduce the risk associated with material revisions to reserve estimates resulting from adverse changes in collection and reimbursement experience and billing operations.

INCOME TAXES

The Company accounts for income taxes under the liability method of accounting for income taxes. Under the liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying



amounts of existing assets and liabilities and their respective tax bases. The liability method requires that any tax benefits recognized for net operating loss carry forwards and other items be reduced by a valuation allowance where it is more likely than not the benefits may not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the liability method, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company evaluates the requirement to recognize impairment losses on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. As of April 30, 2005, the Company has not recorded an impairment charge.

RESULTS OF OPERATIONS

The following discussion compares the results of operations for the three and nine months ended April 30, 2005 and 2004, respectively.

RESEARCH PRODUCT REVENUES
- -------------------------

Research product revenues and royalty income were $2.4 million during the three months ended April 30, 2005, compared to $4.2 million during the same period in 2004, a decrease of $1.8 million or 43%. The decrease was primarily due to the failure of certain distributors to provide the Company with sales information relating to their sales of the Company's products and the inability, therefore, of the Company to recognize any revenue from such sales, partially offset by royalty income from Digene. See Legal Proceedings.

Research product revenues and royalty income was $8.1 million during the nine months ended April 30, 2005, compared to $10.9 million during the same period in 2004, a decrease of $2.8 million or 25%. As with the third quarter, the decrease was primarily due to the failure of certain distributors to provide the Company with sales information relating to their sales of the Company's products and the inability, therefore, of the Company to recognize any revenue from such sales, partially offset by royalty income from Digene. See Legal Proceedings.

CLINICAL LABORATORY SERVICES
- ----------------------------

Clinical laboratory revenues were $8.6 million during the three months ended April 30, 2005, compared to $7.5 million during the same period in 2004, an

increase of $1.1 million or 14%, primarily due to the increase in the number of customer accounts being serviced.

Clinical laboratory revenues were $24.4 million during in the nine months of fiscal 2005, compared to $22.1 million during the same period in 2004, an increase of $2.3 million or 10%, primarily due to the increase in the number of customer accounts being serviced.

COST OF RESEARCH PRODUCT REVENUES
- ---------------------------------

The cost of research products revenues was $0.5 million during the three months ended April 30, 2005, compared to $0.4 million during the same period in 2004, an increase of $0.1 million, primarily due to certain new products currently being manufactured and the higher costs associated with these new products.

The cost of research products revenues was $1.6 million during the nine months ended April 30, 2005, compared to $1.2 million during the same period in 2004, an increase of $0.4 million,



primarily due to certain new products currently being manufactured and the higher costs associated with these new products.

COST OF CLINICAL LABORATORY SERVICES
- ------------------------------------

The cost of clinical laboratory services was $3.4 million during the three months ended April 30, 2005, compared to $2.6 million during the same period in 2004, an increase of $0.8 million or 31% primarily due to higher costs incurred to perform certain esoteric tests and the increased number of tests performed.

The cost of clinical laboratory services was $9.2 million during the nine months ended April 30, 2005, compared to $7.5 million during the same period in 2004, an increase of $1.7 million or 23%, primarily due to higher costs incurred to perform certain esoteric tests and the increased number of tests performed.

RESEARCH AND DEVELOPMENT EXPENSE
- --------------------------------

Research and development expenses were $2.2 million during the three months ended April 30, 2005, compared to $2.1 million during the same period in 2004, an increase of $0.1 million or 7% primarily due to increases in clinical trial study costs for the development of therapeutic products.

Research and development expenses were $6.5 million during the nine months ended April 30, 2005, compared to $6.4 million during the same period in 2004, an increase of $0.1 million or 2% primarily due to increases in clinical trial study costs for the development of therapeutic products.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSE
- -------------------------------------------

Selling, general and administrative expenses were $5.4 million during the three months ended April 30, 2005, compared to $3.6 million during the same period in 2004, an increase of $1.8 million or 50%. The increase was primarily due to an increase in direct selling expenditures for our clinical reference laboratory and life science divisions, an increase in information technology costs for the expansion of the data processing connectivity program and infrastructure, and accounting related fees for the compliance with Sarbannes-Oxley regulations.

Selling, general and administrative expenses were $14.3 million during the nine months ended April 30, 2005, compared to $10.9 million during the same period in 2004, an increase of $3.4 million or 31%. The increase was primarily due to an increase in direct selling expenditures for our clinical reference laboratory and life science divisions, an increase in information technology costs for the expansion of the data processing connectivity program and infrastructure, and accounting related fees for the compliance with Sarbannes-Oxley regulations.

LEGAL EXPENSE
- -------------

The Company's legal expenses were $1.3 million during both the three months ended April 30, 2005 and 2004.

The Company's legal expenses during the nine months ended April 30, 2005 were $3.7 million, compared to $4.1 million in the 2004 period, a decrease of $0.4 million. The decrease is primarily due to the reduction of legal activities because of the settlement with Digene Corporation during the first quarter ended October 31, 2004.

PROVISION FOR UNCOLLECTIBLE ACCOUNTS RECEIVABLE
- ----------------------------------------------

The Company's provision for uncollectible accounts receivable in the clinical reference laboratory segment during the three months ended April 30, 2005 was $0.9 million, compared to $2.8 million during the same period in 2004, a decrease of $1.9 million or 67%. The percentage of the provision for uncollectible accounts receivable as a proportion of clinical laboratory services revenues decreased to 11% for the 2005 period as compared to 44% for the 2004 period. This decrease was primarily due to the change in the mix of payers.

The Company's provision for uncollectible accounts receivable in the clinical reference laboratory segment during the nine months ended April 30, 2005 was $3.6 million, compared to $8.4 million during the same period in 2004, a decrease of $4.8 million or 57%. The percentage of the provision for uncollectible accounts receivable as a proportion of clinical laboratory services revenues decreased to 11% for the 2005 period as compared to 44% for the 2004 period. This decrease was primarily due to the change in the mix of payers.

INTEREST INCOME
- ---------------

The Company earns interest on its cash balances by investing primarily in money market funds and short term (90 days or less) financial instruments with high credit ratings.

Interest income increased $0.1 million to $0.4 million during the three months ended April 30, 2005, compared to $0.3 million during the same period in 2004. The increase was due to larger amounts of cash available for investment.

Interest income increased $0.2 million to $1.1 million during the nine months of fiscal 2005 as compared to $0.9 million during the same period in 2004. The increase was due to larger amounts of cash available for investment.

GAIN ON PATENT LITIGATION SETTLEMENT
- -----------------------------------

On October 14, 2004, the Company finalized and executed a settlement and license agreement with Digene Corporation to settle its patent litigation lawsuit. Under the terms of the agreement, the Company received an initial payment of $16.0 million, of which $2.0 million is to be used to offset royalty income payments based upon net sales of licensed products covered by the agreement during the first year. The Company will receive in the first annual period (October 1, 2004 to September 30, 2005) a minimum royalty payment of $2.5 million inclusive of the $2 million discussed above and at least a minimum royalty of $3.5 million for each of the next four annual periods. In addition, the agreement provides for the Company to receive quarterly running royalties on the net sales of Digene products subject to the license until the expiration of the patent on April 24, 2018. These quarterly running royalties will be fully creditable against the minimum royalty payments due in the first five years of the agreement. The balance, if any, of the minimum royalty payment will be recognized in the final quarter of the applicable annual royalty period. As a result of this settlement and license agreement with Digene (the "Digene agreement"), the Company recorded a gain on patent litigation settlement of $14.0 million in the first quarter of fiscal 2005. During the fiscal nine months ended April 30, 2005, the Company recognized royalties from the Digene agreement, which is included in research product revenues and royalty income. See Legal Proceedings

BENEFIT (PROVISION) FOR INCOME TAXES
- ------------------------------------

For the three months ended April 30, 2005 the Company recorded a benefit for income taxes of $1.1 million which was based on the combined effective federal, state and local income tax rates applied to the loss before taxes for the period.



For the nine months ended April 30, 2005 the Company recorded a provision for income taxes of $3.7 million which was based on the combined effective federal, state and local income tax rates applied to the income before taxes for the nine month period.

The provision for income taxes for the nine months ended April 30, 2005, at an effective rate of 42%, was different from the U.S. federal statutory rate of 34% due to state income taxes, net of federal tax deduction (5%), expenses not deductible for income tax return purposes (1%), and the effect of state net operating loss carryforwards (2%).

SEGMENT (LOSS) INCOME BEFORE INCOME TAXES -

THREE MONTHS ENDED APRIL 30, 2005 VS. 2004
- ------------------------------------------

The research and development segment's (loss) income before income taxes was (1.0) million compared to $1.1 million in the 2004 period. The decrease in the fiscal 2005 period is primarily the result of a decline of $1.8 million in research product revenues. The Company is not recording revenue on the sales of certain licensed products due to the ongoing dispute with certain distributors. The clinical reference laboratory segment's income (loss) before income taxes was $0.9 million versus a loss of ($0.3) million. This increase is due to higher revenues, due to the increase in the number of customer accounts being serviced, and a lower provision for uncollectible accounts, due to the change in the mix of payers. The Other segment's (loss) before income taxes was ($2.4) million versus ($1.6) million in the 2004 period, primarily due to accounting related fees for the compliance with Sarbannes-Oxley regulations not incurred in the 2004 period.

SEGMENT (LOSS) INCOME BEFORE INCOME TAXES -
NINE MONTHS ENDED APRIL 30, 2005 VS. 2004
- ------------------------------------------

The research and development segment's income before income taxes was $12.1 million compared to $1.6 million in the 2004 period. The increase in the fiscal 2005 period resulted from the $14 million gain from the Digene agreement reached during the first fiscal quarter ended October 31, 2004. This gain is partially offset by a decline in research product revenues due to the ongoing dispute with certain distributors on the sales of certain licensed products. The clinical reference laboratory segment's income (loss) before income taxes was $2.4 million versus a loss of ($0.7) million. This increase is due to higher revenues, due to the increase in the number of customer accounts being serviced, and a lower provision for uncollectible accounts, due to the change in the mix of payers. The Other segment's (loss) before income taxes was ($5.8) million versus ($5.3) million in the 2004 period, primarily due to accounting related fees for the compliance with Sarbannes-Oxley regulations not incurred in the 2004 period.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's earnings and cash flows are subject to fluctuations due to changes in interest rates primarily from its investment of available cash balances in investment grade corporate and U.S. government securities. Under its current policies, the Company does not use interest rate derivative instruments to manage exposure to interest rate changes.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rule 13a-14c within 90 days of the filing date of this quarterly report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective. There were no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.



PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In March 2002, Enzo Life Sciences, a subsidiary of the Company, filed suit in the United States District Court for the District of Delaware against Digene Corp., charging it with infringing the Company's U.S. Patent No. 6,221,581 B1, which concerns a novel process for detecting nucleic acids of interest. On May 31, 2002, Digene filed counterclaims in that suit against Enzo Life Sciences and the Company, including business tort counterclaims relating to the `581 patent. On October 13, 2004, the Company, its wholly owned subsidiary Enzo Life Sciences, Inc. ("Enzo Life Sciences") and Digene Corporation ("Digene") entered into a Settlement and License Agreement (the "Agreement") and a Joint Stipulation and Order of Dismissal with Prejudice (the "Stipulation"). The Agreement provides for (i) the full and final settlement of the Litigation and (ii) the grant to Digene of a non-exclusive, worldwide, royalty-bearing license with respect to such `581 Patent and the remaining patents in the `581 patents global family. The `581 patent is set to expire on April 24, 2018. Pursuant to the Agreement Digene is irrevocably required to pay Enzo Life Sciences an aggregate of $30.5 million of which Life Sciences received $16 million (the "First Payment") from Digene on October 14, 2004. Digene will pay to Enzo $16.5 million (subject to the $2 million credit discussed below) ("Additional Irrevocable Payments"), $2.5 million of which shall be paid by November 14, 2005 and $3.5 million per year by November 14 of each of 2006, 2007 2008 and 2009. In addition, Digene shall pay Enzo Life Sciences Running Royalties on Net Sales of

Licensed Products. Each Additional Irrevocable Payment is fully creditable by Digene against the Running Royalties that are due under the Agreement. Digene at it discretion may credit $2 million of the First Payment against either the payment required to be paid by Digene by November 14, 2005 or the Running Royalties due Enzo Life Sciences under the Agreement. The Stipulation, which was filed with the Court on October 15, 2004, dismisses with prejudice all claims, counterclaims and defenses brought or raised by any party to the Litigation.

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. On July 15, 2002, the Court of Appeals for the Federal Circuit reversed the judgment of invalidity and remanded the case to the district court for further proceedings. In March 2003, settlements were reached with bioMerieux and Chugai; the settlements did not have a material monetary impact on the Company. In July 2004, the district court again granted another motion by the remaining defendants (Gen-Probe and Becton Dickinson) that all claims of the Company's patent are invalid. The Company has filed an appeal of that judgment. There can be no assurance that the Company will be successful in the on-going proceedings. However, even if the Company is not successful, management does not believe that there will be a significant adverse monetary impact to the Company.

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, Shahram Rabbani, John Delucca, Dena Engelhardt, Richard Keating, Doug Yates, and Does I-50, Case No. CA-02-1242-A, in the U.S. District Court for the Eastern District of Virginia. This complaint was filed by an investor in the Company who had filed for bankruptcy protection and his family. The complaint alleged securities fraud, breach of fiduciary duty, conspiracy, and common law fraud and sought in excess of $150 million in damages. On August 22, 2002, the complaint was voluntarily dismissed; however a new



substantially similar complaint was filed at the same time. On October 21, 2002, the Company and the other defendants filed a motion to dismiss the complaint, and the plaintiffs responded by amending the complaint and dropping their claims against defendants Keating and Yates. On November 18, 2002, the Company and the other defendants again moved to dismiss the Amended Complaint. On July 16, 2003, the Court issued a Memorandum Opinion dismissing the Amended Complaint in its entirety with prejudice. Plaintiffs thereafter moved for reconsideration but the Court denied the motion on September 8, 2003. Plaintiffs thereafter appealed the decision to the United States Court of Appeals for the Fourth Circuit. On March 21, 2005, the Fourth Circuit affirmed the lower Court's prior dismissal of all claims asserted in the action, with the sole exception of a portion of the claim for common law fraud and remanded that remaining portion of the action to the U.S. District Court for the Eastern District of Virginia. On May 20, 2005, defendants again moved the District Court to dismiss the sole remaining claim before it and that motion is presently pending before the Court. Discovery has not yet begun in the action but will proceed quickly if the defendants' motion is denied. The Company continues to believe, in any event, that the complaint has no merit whatsoever and intends to continue to defend the action vigorously.

In October 2002, the Company filed suit in the United States District Court of the Southern District of New York against Amersham plc, Amersham Biosciences, Perkin Elmer, Inc., Perkin Elmer Life Sciences, Inc., Sigma-Aldrich Corporation, Sigma Chemical Company, Inc., Molecular Probes, Inc. and Orchid Biosciences, Inc. In January 2003, the Company amended its complaint to include defendants Sigma Aldrich Co. and Sigma Aldrich, Inc. The counts set forth in the suit are for breach of contract; patent infringement; unfair competition under state law; unfair competition under federal law; tortious interference with business relations; and fraud in the inducement of contract. The complaint alleges that these counts arise out of the defendants' breach of distributorship agreements with the Company concerning labeled nucleotide products and technology, and the defendants' infringement of patents covering the same. In April, 2003, the Court directed that individual complaints be filed separately against each defendant. The defendants have answered the individual complaints and asserted a variety of affirmative defenses and counterclaims. Fact and expert discovery is ongoing. The Court will conduct a claim construction ("Markman") hearing on June 30, 2005. There can be no assurance that the Company will be successful in this litigation. However, even if the Company is not successful, management does not believe that there will be a significant adverse monetary impact to the Company. A trial date has not been set. The Company did not record any revenue from any of the above companies in the three months ended April 30, 2005

On October 28, 2003, the Company and Enzo Life Sciences, Inc., a subsidiary of the Company, filed suit in the United States District Court of the Eastern District of New York against Affymetrix, Inc. The Complaint alleges that

Affymetrix improperly transferred or distributed substantial business assets of the Company to third parties, including portions of the Company's proprietary technology, reagent systems, detection reagents and other intellectual property. The Complaint also charges that Affymetrix failed to account for certain shortfalls in sales of the Company's products, and that Affymetrix improperly induced collaborators and customers to use the Company's products in unauthorized fields or otherwise in violation of the agreement. The Complaint seeks full compensation from Affymetrix to the Company for its substantial damages, in addition to injunctive and declaratory relief to prohibit, among other things, Affymetrix's unauthorized use, development, manufacture, sale, distribution and transfer of the Company's products, technology, and/or intellectual property, as well as to prohibit Affymetrix from inducing collaborators, joint venture partners, customers and other third parties to use the Company's products in violation of the terms of the agreement and the Company's rights. Subsequent to the filing of the Complaint against Affymetrix, Inc. referenced above, on or about November 10, 2003, Affymetrix, Inc. filed its own complaint against the Company and its subsidiary, Enzo Life Sciences, Inc., in the United States District Court for the Southern District of New York, seeking among other things, declaratory relief that Affymetrix, Inc., has not breached the parties' agreement, that it has not infringed certain of Enzo's Patents, and that



certain of Enzo's patents are invalid. The Affymetrix complaint also seeks damages for alleged breach of the parties' agreement, unfair competition, and tortiuous interference, as well as injunctive relief. The Company does not believe that the complaint has any merit and intends to defend vigorously. Affymetrix also moved to transfer venue of Enzo's action to the Southern District of New York, where other actions commenced by Enzo were pending as well as Affymetrix's subsequently filed action. On January 30, 2004, Affymetrix's motion to transfer was granted. Accordingly, the Enzo and Affymetrix actions are now both pending in the Southern District of New York. The Affymetrix action has been consolidated with the Amersham, et al cases for the purposes of discovery. The Company did not record any revenue from Affymetrix during the nine months ended April 30, 2005 and 2004

On June 2, 2004, Roche Diagnostic GmbH and Roche Molecular Systems, Inc. (collectively "Roche") filed suit in the U.S. District Court of the Southern District of New York against Enzo Biochem, Inc. and Enzo Life Sciences, Inc. (collectively "Enzo"). The complaint was filed after Enzo rejected Roche's latest cash offer to settle Enzo's claims for, INTER ALIA, alleged breach of contract and misappropriation of Enzo's assets. The complaint seeks declaratory judgment (i) of patent invalidity with respect to U.S. Patent No. 4,994,373, (ii) of no breach by Roche of its 1994 Distribution and Supply Agreement with Enzo (the "1994 Agreement"), (iii) that non-payment by Roche to Enzo for certain sales of Roche products does not constitute a breach of the 1994 Agreement, and (iv) that Enzo's claims of ownership to proprietary inventions, technology and products developed by Roche are without basis. In addition, the suit claims tortious interference and unfair competition. The Company does not believe that the complaint has merit and has vigorously responded to such action with appropriate affirmative defenses and counterclaims. The Roche action has been consolidated with the Amersham, et al cases for discovery. A trial date has not been set. The Company did not record any revenue from Roche during the nine months ended April 30, 2005.

On June 7, 2004, the Company and its wholly-owned subsidiary, Enzo Life Sciences, Inc., filed suit in the United States District Court for the District of Connecticut against Applera Corporation and its wholly-owned subsidiary Tropix, Inc. The complaint alleges infringement of six patents (relating to DNA sequencing systems, labelled nucleotide products, and other technology). Yale University is the owner of four of the patents and the Company is the exclusive licensee. Accordingly, Yale is also a plaintiff in the lawsuit. Yale and Enzo are aligned in protecting the validity and enforceability of the patents. Enzo Life Sciences is the owner of the remaining two patents. The complaint seeks permanent injunction and damages (including treble damages for wilful infringement). Defendants answered the complaint on July 29, 2004. The answer pleads affirmative defences of invalidity, estoppel and laches and asserts counterclaims of non-infringement and invalidity. A trial date has not been set. Discovery commences on September 15, 2004. There can be no assurance that the Company will be successful in this litigation. Even if the Company is not successful, management does not believe that there will be a significant adverse monetary impact on the Company. The Company did not record any revenue from either of the above during the nine months ended April 30, 2005 and 2004.



ITEM 6. EXHIBITS

| Exhibit No. | Exhibit |
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|---|---|
| 31(a) | Certification of Elazar Rabbani, Ph.D. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31(b) | Certification of Barry Weiner pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32(a) | Certification of Elazar Rabbani, Ph.D. pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32(b) | Certification of Barry Weiner pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

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.
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(Registrant)

Date: June 7, 2005

by: /s/Barry Weiner
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Chief Financial Officer