ENZO BIOCHEM INC Form SC 13D/A April 24, 2019 SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Enzo Biochem, Inc. (Name of Issuer)

Common Stock, \$0.01 par value (Title of Class of Securities)

294100102 (CUSIP Number)

Kevin A. McGovern, Esq.

c/o Harbert Discovery Fund, LP

2100 Third Avenue North, Suite 600

Birmingham, AL 35203

(205) 987-5577

with a copy to:

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 22, 2019

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 13 Pages)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("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 Notes).

^{*} 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.

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1	PERSON	
	LP CHECK	Discovery Fund, THE PRIAT(图) "
2	BOX IF	A ER OF(b) "
3	SEC US	
4	WC CHECK IF	BOX
5	DISCLOSURE OF LEGAL PROCEEDING IS	
	REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES	Delaware	e SOLE VOTING
BENEFICIALLY OWNED BY EACH	7	POWER -0-
REPORTING PERSON WITH:	8	SHARED VOTING POWER
	9	1,604,827 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

1,604,827 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

OWNED BY

PERSON

1,604,827 CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY

13 AMOUNT IN ROW (11)

3.40%

TYPE OF REPORTING

14 PERSON

PN

CUSIP No. 294100102 SCHEDULE 13D/A Page 3 of 13 Pages

1	NAME (PERSON	OF REPORTING N
	GP, LLC CHECK	THE
2	BOX IF	ER OF(b) "
3	SEC USI	
5	AF CHECK IF DISCLO OF LEG PROCEI IS REQUIR PURSUA	SURE AL EDING RED ANT
6	PLACE ((e) NSHIP OR
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	Delaward	SOLE VOTING POWER
REPORTING PERSON WITH:	8	SHARED VOTING POWER
	9	1,604,827 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

1,604,827 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

PERSON

1,604,827 CHECK IF THE AGGREGATE AMOUNT IN

ROW (11)
EXCLUDES
CERTAIN
SHARES

11

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.40%

TYPE OF REPORTING

14 PERSON

OO

CUSIP No. 294100102 SCHEDULE 13D/A Page 4 of 13 Pages

NAME OF REPORTING

PERSON

1

2	LP CHECK	THE PRIAT(E) "
3		R OF(b) " P
		E OF FUNDS
4 5	PLACE O	SURE AL EDING ED ANT IS (e) ISHIP OR
NUMBER OF	Delaware	SOLE
SHARES		VOTING
BENEFICIALLY OWNED BY	7	POWER
EACH		-0-
REPORTING		SHARED
PERSON WITH:		VOTING
	8	POWER
	9	2,251,037 SOLE DISPOSITIVE POWER
	10	-0-

SHARED DISPOSITIVE POWER

2,251,037

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

PERSON

2,251,037

CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

11

13

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.76%

TYPE OF REPORTING

14 PERSON

PN

CUSIP No. 294100102 SCHEDULE 13D/A Page 5 of 13 Pages

NAME OF REPORTING

PERSON

1 2 3 4	Co-Invest GP, LLC CHECK APPROF BOX IF MEMBE A GROU SEC USI	THE PRIAT(E) " A CR OF(b) " JP
5	PLACE (SURE AL EDING ANT MS (e) NSHIP OR
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY		SOLE VOTING POWER
EACH REPORTING PERSON WITH:	8	-0- SHARED VOTING POWER
	9	2,251,037 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

2,251,037 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

PERSON

11

13

2,251,037

CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.76%

TYPE OF REPORTING

14 PERSON

OO

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NAME OF REPORTING

Harbert Fund Advisors,

PERSON

1

	CHECK	THE
	APPROP	PRIAT(E) "
2	BOX IF	* /
	MEMBE	R OF(b) "
	A GROU	` '
3	SEC USE	E ONLY
		E OF FUNDS
4		
	AF	
	CHECK	BOX
	IF	
	DISCLO	SURE
	OF LEG	
_	PROCEE	EDING
5	IS	
	REQUIR	ED
	PURSUA	
	TO ITEM	4S
	2(d) or 20	(e)
		SHIP OR
	PLACE (OF
6	ORGAN	IZATION
	Alabama	
NUMBER OF		SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY		
EACH		-0-
REPORTING		SHARED
PERSON WITH:		VOTING
	8	POWER
		2.055.064
		3,855,864
		SOLE
	0	DISPOSITIVE
	9	POWER
		-0-
	10	SHARED
		DISPOSITIVE

POWER

3,855,864

AGGREGATE AMOUNT

BENEFICIALLY

11 OWNED BY EACH

PERSON

3,855,864

CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.16%

TYPE OF REPORTING

14 PERSON

13

IA, CO

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NAME OF REPORTING

PERSON

1

2 3 4	CORPORATE CHECK APPROFEMOX IF A MEMBER A GROUSEC USIN	THE PRIAT(E) " A R OF(b) " JP
4	ΑE	
5	AF CHECK IF DISCLO OF LEG PROCEE IS REQUIR PURSUA TO ITEM 2(d) or 20 CITIZEN PLACE (SURE AL EDING ED ANT AS (e) USHIP OR
6		IZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	Alabama	
	9	3,855,864 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE

POWER

3,855,864

AGGREGATE AMOUNT

BENEFICIALLY

11 OWNED BY EACH

PERSON

3,855,864

CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN POW (11)

13 AMOUNT IN ROW (11)

8.16%

TYPE OF REPORTING

14 PERSON

CO

CUSIP No. 294100102 SCHEDULE 13D/A Page 8 of 13 Pages

1	NAME C PERSON	F REPORTING
2	BOX IF	THE PRIAT(E) " A R OF(b) "
3	SEC USE	
4	AF	20110100
5	CHECK I IF DISCLOS OF LEGA PROCEE IS REQUIR PURSUA TO ITEM 2(d) or 2(CITIZEN PLACE (SURE AL EDING ED ANT IS (e) ISHIP OR
	United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY		SOLE VOTING POWER
EACH REPORTING PERSON WITH:	8	-0- SHARED VOTING POWER
	9	3,855,864 SOLE DISPOSITIVE POWER
	10	-0- SHARED DISPOSITIVE POWER

3,855,864 AGGREGATE

AMOUNT

BENEFICIALLY

11 OWNED BY EACH

PERSON

3,855,864

CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY

AMOUNT IN ROW (11)

8.16%

TYPE OF REPORTING

14 PERSON

IN

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1	NAME OF REPORTING PERSON		
	Kenan Lu		
		RIAT(E) "	
2	BOX IF		
	A GROU	R OF(b) "	
3	SEC USE		
		E OF FUNDS	
4			
	AF		
	CHECK	BOX	
	IF	CLIDE	
	DISCLOS OF LEGA		
	PROCEE		
5	IS	DITTO	
	REQUIRED		
	PURSUANT		
	TO ITEMS		
	2(d) or 2(e)		
	CITIZENSHIP OR		
6	PLACE OF ORGANIZATION		
U	OKOANI	ZATION	
	United States of America		
NUMBER OF		SOLE	
SHARES		VOTING	
BENEFICIALLY	7	POWER	
OWNED BY		0	
EACH REPORTING		-0- SHARED	
PERSON WITH:		VOTING	
	8	POWER	
		3,855,864	
		SOLE	
	0	DISPOSITIVE	
	9	POWER	
		-0-	
	10	SHARED	
		DISPOSITIVE	
		POWER	

3,855,864 AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

PERSON

3,855,864

CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

11

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY

AMOUNT IN ROW (11)

8.16%

TYPE OF REPORTING

14 PERSON

IN

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1	NAME C PERSON	F REPORTING
	Raymond	l Harbert
	CHECK '	
		RIATE) "
2	BOX IF	
		R OF(b) "
3	A GROUP SEC USE ONLY	
3		E OF FUNDS
4	SOURCE	Z OT T CINDS
	AF	
	CHECK	BOX
	IF	
	DISCLOS	
	OF LEGA	
5	PROCEE	DING
	IS REQUIR	ED
	PURSUA	
	TO ITEMS	
	2(d) or 2(e)	
	CITIZENSHIP OR	
	PLACE (
6	ORGANI	IZATION
	United Ct	estas of Amorias
	United St	ates of America SOLE
		VOTING
	7	POWER
	,	TOWER
		-0-
		SHARED
NUMBER OF	8	VOTING
SHARES		POWER
BENEFICIALLY		2 055 061
OWNED BY		3,855,864 SOLE
EACH		DISPOSITIVE
REPORTING PERSON WITH:	9	POWER
	10	-0-
		SHARED
		DISPOSITIVE
	10	POWER
		3,855,864
		2,022,007

AGGREGATE **AMOUNT BENEFICIALLY** 11 OWNED BY EACH **PERSON** 3,855,864 CHECK IF THE AGGREGATE AMOUNT IN **12** ROW (11) **EXCLUDES CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11)

8.16%

TYPE OF REPORTING

14 PERSON

IN

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The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (the "Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The funds for the purchase of the Common Stock by the Funds came from the working capital of the Funds, over which HFA, HMC, the Fund GPs, Jack Bryant, Kenan Lucas and Raymond Harbert, through their roles described above in Item 2(c), exercise investment discretion. No borrowed funds were used to purchase the shares of Common Stock reported in this Schedule 13D, other than borrowed funds used for working capital purposes in the ordinary course of business. The total costs of the Common Stock directly owned by the Funds is approximately \$10,960,232.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5(c) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(c) The transactions in the shares of Common Stock effected since the filing of the Schedule 13D by the Reporting Persons, which were all in the open market, are set forth in <u>Annex A</u>, and are incorporated herein by reference.

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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 24, 2019

Harbert Discovery Fund, LP

By: Harbert Discovery Fund GP, LLC, its General Partner

By: Harbert Management Corporation, its Managing Member

By:/s/ John McCullough
Executive Vice President and
General Counsel

Harbert Discovery Fund GP, LLC

By: Harbert Management Corporation, its Managing Member

By:/s/ John McCullough Executive Vice President and General Counsel

Harbert Discovery Co-Investment Fund I, LP

By: Harbert Discovery Co-Investment Fund I GP, LLC, its General Partner

By: Harbert Management Corporation, its Managing Member

By:/s/ John McCullough
Executive Vice President and
General Counsel

Harbert Discovery Co-Investment Fund I GP, LLC

By: Harbert Management Corporation, its Managing Member

By:/s/ John McCullough
Executive Vice President and
General Counsel

Harbert Fund Advisors, Inc.

By:/s/ John McCullough
Executive Vice President and
General Counsel

Harbert Management Corporation

By:/s/ John McCullough Executive Vice President and General Counsel

By:/s/ Jack Bryant Jack Bryant

By:/s/ Kenan Lucas Kenan Lucas

By:/s/ Raymond Harbert Raymond Harbert

CUSIP No. 294100102