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ENZO BIOCHEM INC
Form 10-Q/A
May 18, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the period ended January 31, 2005.

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 BOULEVARD, FARMINGDALE, NEW YORK 11735

(Address of principal executive offices and 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.

Yes X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

Yes X No

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As of February 28, 2005 the Registrant had 32,094,300 shares of common stock outstanding.

PORTIONS AMENDED

The Registrant hereby amends Part II Item 4 contained in the Registrant's Report on Form 10-Q for the quarterly period ended January 31, 2005 to provide information relating to the election of directors and matters submitted to a vote of shareholders at the Registrant's Annual Meeting of Shareholders held on January 20, 2005. Except as set forth in Item 4, no other changes are made to the Company's Report on Form 10-Q for the quarterly period ended January 31, 2005.

PART II - OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) The Annual Meeting of Shareholders was held on January 20, 2005.

(b) The following matters were voted upon and the results were as follows:

(1) Barry W. Weiner, John J. Delucca and Melvin F. Lazar were nominated by management and elected by the shareholders to serve as Class II Directors until the 2008 Annual Meeting of Shareholders or until their respective successors are elected and shall qualify. The shareholders voted 29,547,680, 29,574,204 and 29,655,426 shares in the affirmative for Messrs. Weiner, Delucca and Lazar, respectively, and 567,279, 540,755 and 459,533 shares withheld for Messrs. Weiner, Delucca and Lazar, respectively.

(2) The shareholders voted 13,525,486 shares in the affirmative with respect to adoption of the Company's 2005 Equity Compensation Incentive Plan, 1,480,031 shares against and 3,215,575 shares abstained.

(3) The shareholders voted 27,763,775 shares in the affirmative with respect to the ratification of Ernst & Young LLP as the Company's independent auditors for the fiscal year ended July 31, 2005, 277,903 shares against and 73,281 shares abstained.

SIGNATURE

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.

By: /s/ Barry Weiner

Chief Financial Officer

Date: May 18, 2005