

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 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.

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).

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1 NAME OF REPORTING PERSON

Harbert Discovery Fund,
LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **8** SOLE VOTING POWER -0- SHARED VOTING POWER

9 1,604,827 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

| | |
|-----------|---|
| | 1,604,827 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 1,604,827 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 3.40% TYPE OF REPORTING PERSON PN |

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1 NAME OF REPORTING PERSON

Harbert Discovery Fund
GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **8** SOLE VOTING POWER -0- SHARED VOTING POWER

9 1,604,827 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

| | |
|-----------|---|
| | 1,604,827 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 1,604,827 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 3.40% TYPE OF REPORTING PERSON OO |

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1 NAME OF REPORTING PERSON
 Harbert Discovery
 Co-Investment Fund I,
 LP
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3 SEC USE ONLY SOURCE OF FUNDS
4 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
5 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware
6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
 SOLE VOTING POWER
 -0- SHARED VOTING POWER
8
9 2,251,037
 SOLE DISPOSITIVE POWER
 -0-
10

SHARED
DISPOSITIVE
POWER

2,251,037

11

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12

2,251,037
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..

13

EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14

4.76%
TYPE OF REPORTING
PERSON

PN

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| | |
|-----------|--|
| | NAME OF REPORTING PERSON |
| 1 | Harbert Discovery Co-Investment Fund I GP, LLC |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP |
| 2 | |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION |
| 5 | |
| 6 | Delaware |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| 7 | SOLE VOTING POWER |
| 8 | -0- SHARED VOTING POWER |
| 9 | 2,251,037 SOLE DISPOSITIVE POWER |
| 10 | -0- SHARED DISPOSITIVE POWER |

| | |
|-----------|---|
| | 2,251,037 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 2,251,037 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 4.76% TYPE OF REPORTING PERSON OO |

CUSIP No. 294100102 SCHEDULE 13D/A Page 6 of 13 Pages

1 NAME OF REPORTING PERSON

Harbert Fund Advisors, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) "

A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL

5 PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Alabama

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

8 -0- SHARED VOTING POWER

9 3,855,864 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

POWER

3,855,864

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

3,855,864
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..

12 EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

8.16%
TYPE OF REPORTING
PERSON

14 IA, CO

CUSIP No. 294100102 SCHEDULE 13D/A Page 7 of 13 Pages

1 NAME OF REPORTING PERSON

Harbert Management Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5

6

Alabama

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER
8 -0- SHARED VOTING POWER

9 3,855,864 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE

POWER

3,855,864

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

12 3,855,864
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..

EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW (11)

14 8.16%
TYPE OF REPORTING
PERSON

CO

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1 NAME OF REPORTING PERSON

Jack Bryant

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 United States of America

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

8 -0- SHARED VOTING POWER

9 3,855,864 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

| | |
|-----------|---|
| | 3,855,864 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 3,855,864 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 8.16% TYPE OF REPORTING PERSON IN |

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1 NAME OF REPORTING PERSON

Kenan Lucas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

5 United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

8 -0- SHARED VOTING POWER

9 3,855,864 SOLE DISPOSITIVE POWER

10 -0- SHARED DISPOSITIVE POWER

| | |
|-----------|---|
| | 3,855,864 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 3,855,864 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| 13 | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 14 | 8.16% TYPE OF REPORTING PERSON IN |

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1 NAME OF REPORTING PERSON

Raymond Harbert

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

7 SOLE VOTING POWER

-0- SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

8 3,855,864 SOLE DISPOSITIVE POWER

9 -0- SHARED DISPOSITIVE POWER

10 3,855,864

| | |
|-----------|---|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| | 3,855,864 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " |
| | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 13 | |
| | 8.16% |
| 14 | TYPE OF REPORTING 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 Annex A, 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 SCHEDULE 13D/A Page 13 of 13 Pages**Annex A**

This Annex sets forth information with respect to each purchase and sale (excluding brokerage commissions) of Common Stock which was effectuated by the Reporting Persons since the filing of the Schedule 13D. All transactions were effectuated in the open market through a broker.

Harbert Discovery Co-Investment Fund I, LP

| Trade Date | Common Stock Purchased (Sold) | Price Per Share (\$) |
|-------------------|--|-----------------------------|
| 04/09/2019 | 2,600 | 3.1277 |
| 04/09/2019 | 100,000 | 3.2500 |
| 04/10/2019 | 9,951 | 3.2429 |
| 04/10/2019 | 28,100 | 3.3500 |
| 04/11/2019 | 8,500 | 3.3607 |
| 04/11/2019 | 50,000 | 3.4000 |
| 04/12/2019 | 24,190 | 3.4358 |
| 04/15/2019 | 15,800 | 3.3966 |
| 04/15/2019 | 100,000 | 3.5000 |
| 04/17/2019 | 3,800 | 3.4991 |
| 04/17/2019 | 50,000 | 3.5000 |
| 04/18/2019 | 17,955 | 3.5213 |
| 04/18/2019 | 10,000 | 3.5381 |
| 04/18/2019 | 50,000 | 3.5500 |
| 04/22/2019 | 30,258 | 3.5469 |
| 04/23/2019 | 6,582 | 3.5911 |
| 04/23/2019 | 58,470 | 3.6000 |
| 04/24/2019 | 22,057 | 3.6127 |