

ENZO BIOCHEM INC  
Form DEF 14A  
December 23, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**Enzo Biochem, Inc.**

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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ENZO BIOCHEM, INC.  
527 Madison Avenue  
New York, New York 10022

**NOTICE OF 2009 ANNUAL MEETING OF SHAREHOLDERS**

**To be held on January 29, 2010**

To All Shareholders of Enzo Biochem, Inc.:

**NOTICE IS HEREBY GIVEN** that the 2009 Annual Meeting of Shareholders of Enzo Biochem, Inc., a New York corporation (the Company), will be held at The Yale Club, 50 Vanderbilt Avenue, New York, New York 10017, on January 29, 2010, at 9:00 a.m., local time (the Annual Meeting), for the following purposes:

1. to elect to the Company's Board of Directors (the Board) as Class I Directors, each of Messrs. Irwin C. Gerson, Gregory M. Bortz and Dr. Stephen B. H. Kent, each to hold office for a term of three (3) years or until their respective successors have been duly elected and qualified;
2. to ratify the Company's appointment of Ernst & Young LLP, to serve as the Company's independent auditors for the Company's fiscal year ending July 31, 2010; and
3. to transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

All shareholders are cordially invited to attend the Annual Meeting. Please note that you will be asked to present proof that you are a shareholder of the Company as well as valid picture identification, such as a driver's license or passport, in order to attend the Annual Meeting. The use of cameras, recording devices and other electronic devices will be prohibited at the Annual Meeting.

Whether or not you plan to attend the Annual Meeting, and regardless of the number of shares of common stock you own, you are requested to sign, date and return the enclosed proxy card promptly. A return envelope, which requires no postage if mailed in the United States, is enclosed for your convenience. Shareholders who sign, date and return proxy cards retain the right to revoke them by: (i) delivering written notice of such revocation to the Secretary of the Company not later than 5:00 p.m. (local time) on January 28, 2010; (ii) by submitting to the Secretary of the Company not later than 5:00 p.m. (local time) on January 28, 2010, a duly signed proxy card bearing a later date than your previously signed, returned and dated proxy card; or (iii) by attending the Annual Meeting and voting in person thereat. Attendance at the Annual Meeting will not, in and of itself, constitute revocation of a signed, completed and dated proxy card previously returned. All such later-dated proxy cards or written notices revoking a proxy card should be sent to Enzo Biochem, Inc., 527 Madison Avenue, New York, New York 10022, Attention: Elazar Rabbani, Secretary.

Please read carefully the enclosed Proxy Statement, which explains the proposals to be considered by you and acted upon at the Annual Meeting.

Your Board has fixed the close of business on December 29, 2009 as the record date for the determination of holders of record of the Company's common stock entitled to notice of, and to vote at, the Annual Meeting. A list of shareholders of the Company as of the record date will remain open for inspection during the Annual Meeting until the closing of the polls thereat.

If you have any questions about the procedures for admission to the Annual Meeting, please contact our proxy solicitors, The Altman Group, Inc., toll free at (866) 521-4425 or collect at (201) 860-7300 or via e-mail at [ProxyInfo@altmangroup.com](mailto:ProxyInfo@altmangroup.com).

By Order of the Board of Directors,

/s/ Elazar Rabbani

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Elazar Rabbani  
Chairman of the Board of Directors, Chief  
Executive Officer and Secretary

December 23, 2009

**ALL HOLDERS OF RECORD OF THE COMPANY'S COMMON STOCK (WHETHER THEY INTEND TO ATTEND THE ANNUAL MEETING OR NOT) ARE STRONGLY ENCOURAGED TO COMPLETE, SIGN, DATE AND RETURN PROMPTLY**

**THE PROXY CARD ENCLOSED WITH THE ACCOMPANYING PROXY STATEMENT.**

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**ENZO BIOCHEM, INC.  
PROXY STATEMENT  
2009 ANNUAL MEETING OF SHAREHOLDERS**

**To be held on January 29, 2010**

This Proxy Statement is being furnished to shareholders of record, as of December 29, 2009, of Enzo Biochem, Inc. ( Enzo or the Company ), in connection with the solicitation of proxies by the Board of Directors of the Company (the Board ) for the 2009 Annual Meeting of Shareholders to be held at The Yale Club, 50 Vanderbilt Avenue, New York, New York 10017, on January 29, 2010, at 9:00 a.m., local time (the Annual Meeting ), and at any adjournments or postponements of the Annual Meeting, for the purposes stated in the accompanying Notice of 2009 Annual Meeting of Shareholders.

The principal corporate office of the Company is located at 527 Madison Avenue, New York, New York 10022.

The approximate date of mailing to shareholders of the Notice of the 2009 Annual Meeting of Shareholders, this Proxy Statement, the enclosed proxy card and the Company s 2009 Annual Report to Shareholders is December 23, 2009.

**Householding of Annual Meeting Materials**

Some brokers and other nominee record holders may be participating in the practice of householding this Proxy Statement and other proxy materials. This means that only one copy of this Proxy Statement and other proxy materials may have been sent to multiple shareholders in a shareholder s household. The Company will promptly deliver additional copies of the Proxy Statement and other proxy materials to any shareholder who contacts the Company s investor relations department at (212) 583-0100 or at the Company s principal corporate office at 527 Madison Avenue, New York, New York 10022 requesting such additional copies. If a shareholder is receiving multiple copies of the Proxy Statement and other proxy materials at the shareholder s household and would like to receive in the future only a single copy of the Proxy Statement and other proxy materials for a shareholder s household, such shareholders should contact their broker, other nominee record holder, or the Company s investor relations department to request the future mailing of only a single copy of the Company s Proxy Statement and other proxy materials.

**IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS**

**This Proxy Statement, the form of proxy card, our 2009 Annual Report to Shareholders and our Annual Report on Form 10-K for our fiscal year ended July 31, 2009, as amended, are available to you on our website at [www.enzo.com](http://www.enzo.com). Shareholders may also obtain a copy of these materials by writing to Enzo Biochem, Inc., 527 Madison Avenue, New York, New York 10022, Attention: Elazar Rabbani, Secretary. Upon payment of a reasonable fee, shareholders may also obtain a copy of the exhibits to our Annual Report on Form 10-K for our fiscal year ended July 31, 2009, as amended.**

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## THE 2009 ANNUAL MEETING

### Who is Entitled to Vote at the Annual Meeting

Only shareholders of record of the Company's common stock, par value \$.01 per share (the "Common Stock"), as of the close of business on December 29, 2009 (the "Record Date") are entitled to notice of, and to vote at, the Annual Meeting. On the Record Date there were issued and outstanding 37,984,048 shares of Common Stock. Each outstanding share of Common Stock is entitled to one (1) vote upon all matters to be acted upon at the Annual Meeting.

### How You May Vote

If you are a shareholder of record of Common Stock as of the Record Date, you may vote by completing, signing and returning the enclosed proxy card by mail. To vote by using the enclosed proxy card, mark your selections on the enclosed proxy card, date the proxy card and sign your name exactly as it appears on your proxy card, and return your proxy card by mail in the pre-addressed, postage-paid envelope enclosed with this Proxy Statement for such purpose. If you are a shareholder of record of Common Stock as of the Record Date, you may also vote in person by attending the Annual Meeting. Votes at the Annual Meeting will be taken by written ballot. At the commencement of the Annual Meeting, we will distribute a written ballot to any shareholder of record who attends the Annual Meeting and wishes to vote thereat in person.

If your shares are held in "street name," whether through a broker, bank or other nominee, only they can sign a proxy card with respect to your shares. You are therefore urged to contact the person responsible for your account and give them instructions for how to complete a proxy card representing your shares so that it can be timely returned on your behalf. You also should confirm in writing your instructions to the person responsible for your account and provide a copy of those instructions to our proxy solicitor, The Altman Group, Inc., so that they can attempt to ensure that your instructions are followed. If you wish instead to vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other nominee.

If you are a shareholder of record of Common Stock as of the Record Date and plan to attend the Annual Meeting, please be sure to bring with you valid government-issued personal identification with a picture (such as a driver's license or passport) in order to gain admission to the meeting. If your shares are held in "street name" through a bank, broker or other nominee, you will have to bring evidence of your ownership of Common Stock as of the Record Date, in addition to valid government-issued personal identification, if you wish to attend the meeting. Examples of proof of Common Stock ownership include: a signed letter from your bank or broker stating that you owned your shares as of the Record Date; a brokerage account statement indicating that you owned your shares as of the Record Date; or a copy of the voting instruction card provided by your broker indicating that you owned your shares as of the Record Date. If you are a proxy holder for a shareholder of record of Common Stock as of the Record Date, then you must also bring the validly executed proxy naming you as the proxy holder, signed by the shareholder of record who owned such shares of Common Stock as of the Record Date.

If you have any questions about the procedures for admission to the Annual Meeting, please contact our proxy solicitors, The Altman Group, Inc., toll free at (866) 521-4425 or collect at (201) 860-7300 or via e-mail at [ProxyInfo@altmangroup.com](mailto:ProxyInfo@altmangroup.com). Please see "Revocation of Proxies" below for a discussion of how to revoke your proxy.

### Quorum; Vote Required

The holders of a majority of the outstanding shares of Common Stock as of the Record Date must be present in person or by proxy at the Annual Meeting to constitute a quorum for the transaction of business at the Annual Meeting.

The election of a nominee for Director (Proposal 1) requires a plurality of votes cast. This means that so long as a quorum is present, in person or represented by proxy, at the Annual Meeting for the transaction of business, any candidate receiving votes "for" his election, will be elected to serve as a Company Director. Shareholders may either vote "for" or "withhold" their vote for the Director nominees. A properly executed proxy card marked "withhold" and broker non-votes with respect to a Director nominee will not be voted with respect to the election of that Director, although it will be counted for purposes of determining whether there is a quorum for the transaction of business at the Annual Meeting. As a result, such votes will have no effect on the Director election since only votes "for" a nominee will be counted.

The ratification and approval of Proposal 2 will require the affirmative vote of a majority of the votes cast by holders of shares of Common Stock present, in person or represented by proxy, at the Annual Meeting and entitled to vote on such proposal. Shareholders may either vote "for," "against" or "abstain" with respect to the ratification and approval of Proposal 2. Abstentions and broker non-votes will not be counted as votes cast on this matter and will have no effect on the outcome of the vote with respect to Proposal 2, although they will be counted for purposes of determining whether there is a quorum for the transaction of business at the Annual Meeting.





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If you hold your shares (i.e., they are registered) through a bank, broker or other nominee in street name but you do not provide the firm that holds your shares with your specific voting instructions, it will only be allowed to vote your shares on your behalf in its discretion on routine matters, but it cannot vote your shares in its discretion on your behalf on any non-routine matters. **Please note that this year the applicable rules of The New York Stock Exchange, Inc. (the NYSE) that prescribe how brokers may vote your shares have recently changed.** Under the applicable new rules of the NYSE, at the Annual Meeting, Proposal 1 relating to the election of your Board's nominees for Directors is considered a non-routine matter and Proposal 2 relating to the appointment of the Company's independent auditors for our fiscal year ending July 31, 2010 is considered a routine matter. Therefore, you must give specific instructions to your broker for your shares to be voted on the election of Directors at the Annual Meeting.

If you do not give specific instructions to your broker how to vote your shares on your behalf with respect to the election of the Board's nominees for Directors at the Annual Meeting prior to the 10<sup>th</sup> day prior to the Annual Meeting, your broker will have no discretionary authority to vote your shares on the election of Directors at the Annual Meeting. Such uninstructed shares are commonly referred to as broker non-votes and, although such shares will be counted towards the determination of whether a quorum is present, in person or represented by proxy, at the Annual Meeting, with respect to Proposal 1, such uninstructed shares (or broker non-votes) will have the effect of a withhold vote for all three Board nominees for election as Directors. With respect to Proposal 2, your broker will have discretionary authority to vote your uninstructed shares for, or against, or to abstain from voting, on the ratification of the appointment of the Company's independent auditors.

Proxy ballots will be received, tabulated and certified at the Annual Meeting by the inspector of election appointed by the Board. The inspector will also determine whether a quorum is present at the Annual Meeting.

### Revocation of Proxies

If you are a shareholder of record on the Record Date and have signed, dated and returned a proxy card, you may revoke such proxy card in your discretion by:

delivering written notice of such revocation to the Secretary of the Company, which notice must be received no later than 5:00 p.m. (local time) on January 28, 2010;

by attending the Annual Meeting and voting, in person thereat, the shares represented by your proxy card (but your attendance at the Annual Meeting will not, in and of itself, constitute revocation of your previously signed, dated and returned proxy card); or

by submitting to the Secretary of the Company so that it is received not later than 5:00 p.m. (local time) on January 28, 2010, a duly signed, dated and completed proxy card bearing a later date than the proxy card you previously submitted.

All such later-dated proxy cards or written notices of revocation of a proxy card should be sent to Enzo Biochem, Inc., 527 Madison Avenue, New York, New York 10022, Attention: Elazar Rabbani, Secretary. If you hold shares in street name, you must contact the firm that holds your shares to change or revoke any prior voting instructions.

### Voting

The persons named as proxies in the enclosed proxy card will vote the shares for which such persons were thereby appointed in accordance with the voting indications marked thereon by the shareholders who signed, dated and returned such card. If, however, such proxy card is signed, dated and returned to the Company but no voting indications are marked thereon, all shares represented by such proxy card will be voted by the proxies named therein **FOR the election of each of the Board's three Class I Director nominees (Proposal 1) and FOR the ratification of the Company's appointment of Ernst & Young LLP to serve as the Company's independent auditors for its fiscal year ending July 31, 2010 (Proposal 2)**, and will be voted on any other matters as may come before the Annual Meeting in the best judgment and discretion of the persons named as proxies.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Set forth below is information concerning stock ownership of all persons known by the Company to own beneficially 5% or more of the shares of Common Stock of the Company, the executive officers named in the Summary Compensation Table as Named Executive Officers, all current Directors and Director nominees, and all current Directors and executive officers of the Company as a group, based upon the number of outstanding shares of Common Stock as of the close of business on December 29, 2009, the Record Date.

The percentages in the Percent of Class column are calculated in accordance with the rules of the SEC, under which a person may be deemed to be the beneficial owner of shares if that person has or shares the power to vote or dispose of those shares or has the right to acquire beneficial ownership of those shares within 60 days (for example, through the exercise of an option or warrant). Accordingly, the shares shown in the table as beneficially owned by certain individuals may include shares owned by certain members of their respective families. Because of these rules, more than one person may be deemed to be the beneficial owner of the same shares. The inclusion of the shares shown in the table is not necessarily an admission of beneficial ownership of those shares by the person indicated. Except as otherwise indicated, each of the persons named has sole voting and investment power with respect to the shares shown.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class (2)
Elazar Rabbani, Ph.D.	2,109,143 (3)	5.5%
Barry W. Weiner	1,316,167 (4)	3.4%
Shahram K. Rabbani	1,458,222 (5)	3.8%
Carl W. Balezentis, Ph.D.	14,588 (6)	*
Dr. Kevin Krenitsky	6,600	*
Andrew R. Crescenzo, CPA	16,110 (7)	*
Irwin C. Gerson	93,344 (8)	*
Melvin F. Lazar, CPA	112,047 (9)	*
Stephen B.H. Kent, Ph.D.	30,154 (10)	*
Bernard L. Kasten, M.D.	26,654 (11)	*
Gregory M. Bortz	0	*
Clearbridge Advisors, LLC and Smith Barney Fund Management LLC	4,516,010 (12)	11.89%
J. Morton Davis	2,942,240 (13)	7.75%
Barclays Global Investors, NA., Barclays Global Fund Advisors and Barclays Global Investors, Ltd.	2,264,029 (14)	5.96%
All Directors and executive officers as a group (13 persons) (15)	5,498,317 (16)	14.14%

\* Represents beneficial ownership of less than 1%.

- (1) Except as otherwise noted, all shares of Common Stock are beneficially owned and the sole investment and voting power is held by the persons named, and such persons' address is c/o Enzo Biochem, Inc., 527 Madison Avenue, New York, New York 10022.
- (2) Based upon 37,984,048 shares of Common Stock of the Company outstanding as of the close of business on December 29, 2009. Common Stock not outstanding but deemed beneficially owned by virtue of the right of an individual to acquire shares within 60 days from the date

is treated as outstanding only when determining the amount and percentage of Common Stock owned by such individual.

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- (3) Includes (i) 325,842 shares of Common Stock issuable upon the exercise of options which are exercisable within 60 days from the date hereof, (ii) 3,469 shares of Common Stock held in the name of Dr. Rabbani as custodian for certain of his children, (iii) 2,168 shares of Common Stock held in the name of Dr. Rabbani's wife as custodian for certain of their children, and (iv) an aggregate of 5,100 shares of Common Stock held in the name of Dr. Rabbani's children. Includes 8,031 shares of Common Stock held in the Company's 401(k) plan.
- (4) Includes (i) 325,842 shares of Common Stock issuable upon the exercise of options which are exercisable within 60 days from the date hereof, and (ii) 3,642 shares of Common Stock that Mr. Weiner holds as custodian for certain of his children. Includes 8,038 shares of Common Stock held in the Company's 401(k) plan.
- (5) Includes (i) 1,354 shares of Common Stock held in the name of Mr. Rabbani's son, and (ii) 1,671 shares of Common Stock that Mr. Rabbani holds as custodian for certain of his nephews. Includes 7,995 shares of Common Stock held in an Individual Retirement Account.
- (6) Includes (i) 3,085 shares of Common Stock held in the Company's 401(k) plan and (ii) 3,333 shares of restricted Common Stock vesting 60 days from the date hereof.
- (7) Includes (i) 3,110 shares of Common Stock held in the Company's 401(k) plan and (ii) 3,000 shares of restricted Common Stock vesting 60 days from the date hereof.
- (8) Includes (i) 54,690 shares of Common Stock issuable upon the exercise of options which are exercisable within 60 days from the date hereof and (ii) 20,490 shares of restricted Common Stock vesting 60 days from the date hereof.
- (9) Includes (i) 28,644 shares of Common Stock issuable upon the exercise of options which are exercisable within 60 days from the date hereof, (ii) 26,249 shares of Common Stock owned by Mr. Lazar's wife, (iii) 20,490 shares of restricted Common Stock vesting 60 days from the date hereof and (iv) 10,500 shares in an Individual Retirement Account.
- (10) Includes 20,490 shares of restricted Common Stock vesting 60 days from the date hereof.
- (11) Includes 20,490 shares of restricted Common Stock vesting 60 days from the date hereof.
- (12) The address of each entity in the group is 620 8<sup>th</sup> Ave, New York, New York 10022. This information is based solely on a Schedule 13G filed on February 19, 2009.
- (13) Mr. Davis' address is D.H. Blair Investment Banking Corp., 44 Wall Street, New York, New York 10005. Includes (i) 33,425 shares owned directly by Mr. Davis, (ii) 1,024,345 shares owned directly by Blair Investment, (iii) 691,396 shares owned by Engex, Inc., (iv) 12,733 shares owned by an investment advisor whose principal is Mr. Davis and (v) 1,180,341 shares owned by Rosalind Davidowitz, Mr. Davis wife. This information is based solely on a Schedule 13G filed on February 10, 2009.
- (14) The address of Barclays Global Investors, NA. and Barclays Global Fund Advisors is 400 Howard Street, San Francisco, California 94105; the address of Barclays Global Investors, Ltd is Murray House, 1 Royal Mint Court, London EC3N 4HH. This information is based solely on a Schedule 13G filed on February 5, 2009.
- (15) The total number of Directors and executive officers includes three (3) executive officers or key employees who were not named in the table under the caption Security Ownership of Certain Beneficial Owners and Management.
- (16) Includes 822,422 shares of Common Stock issuable upon the exercise of options which are exercisable within 60 days from the date hereof and 91,293 shares of vesting of restricted stock and non-voting restricted stock units within 60 days from the date hereof.

**PROPOSAL 1  
ELECTION OF DIRECTORS**

The Company has three (3) classes of Directors, each of which serves for a term of three (3) years. At the Annual Meeting, the Company's Class I Directors will be elected to hold office for a term of three (3) years or until their respective successors are elected and qualified. Unless otherwise instructed, the shares represented by validly submitted proxies will be voted for the election of each of the below-listed nominees to serve as Class I Directors. Management has no reason to believe that the below-listed nominees will not be candidates or will be unable to serve as Directors. However, in the event that any of the below-listed nominees should become unable or unwilling to serve as Director, the form of proxy will be voted for the election of such alternate person as shall be designated by the Class II and Class III Directors.

The total cumulative length of time that any Outside Director (a member of the Board who is not an officer or employee of the Company) may serve on the Board is limited to a maximum of three (3) three-year terms, whether consecutively or in total, plus any portion of an earlier three-year term that such Outside Director may have been appointed to serve.

**CLASS I DIRECTOR NOMINEES TO SERVE UNTIL  
THE 2013 ANNUAL MEETING, IF ELECTED:**

**Class I: Term to Expire In 2013**

Name	Age	Year First Became a Director
Gregory M. Bortz	40	n/a
Irwin C. Gerson	79	2001
Stephen B. H. Kent, Ph.D.	64	2007

**GREGORY M. BORTZ** is the founder and managing partner of Creo Capital Partners, LLC, a private equity firm that provides capital to middle-market companies, since February 2005. Creo holds investments in companies certain of which Mr. Bortz serves as a Board member. From October 2000 to February 2005, Mr. Bortz was Senior Vice President, Investment Banking Division of the international investment bank Lehman Brothers, Inc. Prior to such position he was a Vice President of Investment Banking at Credit Suisse First Boston, a leading international investment bank, from January 1998 to October 2000. Mr. Bortz held the position of Manager at the accounting firm of Ernst and Young (1994-1997) and Senior at the public accounting firm of Arthur Anderson (1993-1994), both in their respective audit groups. Mr. Bortz is a chartered accountant in the United Kingdom and South Africa and graduated from the University of Cape Town with a Bachelors of Business Science and Graduate Diploma in Accounting and Finance.

**IRWIN C. GERSON** has been a Director of the Company since May 2001 and is Chairman of the Compensation Committee and also serves on the Audit and the Nominating/Governance Committees. From 1995 until December 1998, Mr. Gerson served as Chairman of Lowe McAdams Healthcare and prior thereto had been, since 1986, Chairman and Chief Executive Officer of William Douglas McAdams, Inc., one of the largest advertising agencies in the U.S. specializing in pharmaceutical marketing and communications to healthcare professionals. In February 2000, he was inducted into the Medical Advertising Hall of Fame. He was a Director of Andrx Corporation, a NASDAQ listed company which specializes in proprietary drug delivery technologies until November 2006. From 1990-1999, he was Chairman of the Council of Overseers of the Arnold and Marie Schwartz College of Pharmacy and has served as a trustee of The Albany College of Pharmacy and Long Island University. He was elected President of the Advisory Board of the Florida Atlantic University Lifelong Learning Society in October 2006. Mr. Gerson has a Bachelor of Science in Pharmacy from Fordham University and an MBA from the New York University Graduate School of Business Administration.

**STEPHEN B. H. KENT, Ph.D.** has been a Director of the Company since January 2007 and Lead Independent Director since January 2008 and serves on the Nominating/Governance Committee. Dr. Kent is or has been a Professor of Biochemistry & Molecular Biology (2001-present), Professor of Chemistry (2002-present), and Director of the Institute for Biophysical Dynamics (2003-2009) at the University of Chicago. Dr. Kent was the business founder and served as a Director of CIPHERGEN Biosystems, a biotechnology tools company (1994-1997) and Gryphon Sciences, a biotechnology company (1994-2002). At Gryphon Sciences, Kent served as President (1997-2000), CEO (1999-2000), and Chief Scientist (1997-2001). Dr. Kent has served on the Scientific Advisory Board at pharmaceutical company Amylin Pharmaceuticals from 2005 present, the Board of the Center for Functional Genomics, Victoria University, New Zealand from 2004 present, the Scientific Advisory Board, Institute for Molecular Bioscience, The University of Queensland, Australia, from 2001 present, and the Scientific Advisory Board, New York Blood Center & Kimball Research Institute from 1991-1997. Dr. Kent received Bachelor of Science and Master of Science degrees in his native New Zealand, and his Ph.D. from the University of California, Berkeley.

**THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS A VOTE FOR PROPOSAL 1 RELATING TO THE ELECTION OF EACH OF THE ABOVE-NAMED CLASS I DIRECTOR NOMINEES. PROXIES SOLICITED BY THE BOARD OF DIRECTORS WILL BE SO VOTED UNLESS SHAREHOLDERS SPECIFY IN THEIR PROXIES A CONTRARY CHOICE.**



**DIRECTORS WHO ARE CONTINUING IN OFFICE:****Class II: Term to Expire In 2011**

<u>Name</u>	<u>Age</u>	<u>Year First Became a Director</u>
Barry W. Weiner	59	1977
Melvin F. Lazar, CPA	70	2002
Bernard L. Kasten, M.D.	63	2008

**Class III: Term to Expire In 2012**

<u>Name</u>	<u>Age</u>	<u>Year First Became a Director</u>
Elazar Rabbani, Ph.D.	66	1976

**DIRECTORS, EXECUTIVE OFFICERS AND KEY EMPLOYEES**

The current Directors, executive officers and key employees of the Company and its subsidiaries are identified in the table below.

<u>Name</u>	<u>Age</u>	<u>Year Became a Director or Executive Officer</u>	<u>Position</u>
Elazar Rabbani, Ph.D.	66	1976	Chairman of the Board, Chief Executive Officer and Secretary (1)
Barry W. Weiner	59	1977	President, Chief Financial Officer, Principal Accounting Officer, Treasurer and Director (1)
Shahram K. Rabbani	57	1976(2)	Director (1)
Carl W. Balezantis, Ph.D.	52	2006	President, Enzo Life Sciences, Inc.
Christine Fischette, Ph.D.	58	2008	President, Enzo Therapeutics, Inc.
Kevin Krenitsky, M.D.	43	2009	President, Labs, Inc.
Andrew R. Crescenzo, CPA	53	2006	Senior Vice President of Finance
Herbert B. Bass	61	1989	Vice President of Finance
David C. Goldberg	52	1995	Vice President, Corporate Development
Andrew P. Whiteley	51	2008	Vice President, Business Development and Chief Operating Officer, Enzo Life Sciences, Inc.
Paul O Brien	47	2009	Vice President, Global Human Resources
Irwin C. Gerson	79	2001	Director
Bernard L. Kasten, M.D.	63	2008	Director
Stephen B. H. Kent, Ph.D.	64	2007	Director
Melvin F. Lazar, CPA	70	2002	Director

(1) Effective November 25, 2009, the Board removed Shahram K. Rabbani as Secretary and Treasurer of the Company and appointed Dr. Elazar Rabbani as Secretary and Barry W. Weiner as Treasurer.

(2) Director term expires January 29, 2010. Mr. Rabbani was also terminated as the President of Enzo Clinical Labs, Inc., a subsidiary of the Company, effective March 9, 2009.

**Biographical Information Regarding Directors, Executive Officers and Key Employees**

**ELAZAR RABBANI, Ph.D.** is Enzo Biochem's founder and has served as the Company's Chairman of the Board and Chief Executive Officer since its inception in 1976 and Secretary since November 25, 2009. Dr. Rabbani has authored numerous scientific publications in the field of molecular biology, in particular, nucleic acid labeling and detection. He is also the lead inventor of many of the Company's pioneering patents covering a wide range of technologies and products. Dr. Rabbani received his Bachelor of Arts degree from New York University in Chemistry and his Ph.D. in Biochemistry from Columbia University. He is a member of the American Society for Microbiology.

**BARRY W. WEINER** President, Chief Financial Officer, Treasurer and Director, is a founder of Enzo Biochem, Inc. He has served as the Company's President since 1996 and Treasurer since November 25, 2009, and previously held the position of Executive Vice President. Before his employment with Enzo, he worked in several managerial and marketing positions at the Colgate Palmolive Company, a consumer products company. Mr. Weiner is a Director of the New York Biotechnology Association. He received his Bachelor of Arts degree in Economics from New York University and a MBA in Finance from Boston University.

**SHAHRAM K. RABBANI** Director, is a founder and has been with the Company since its inception. Mr. Rabbani served as the Secretary and Treasurer of the Company until November 25, 2009, and as President of Enzo Clinical Labs, Inc. ( Enzo Labs ) until March 9, 2009. He received a Bachelor of Arts Degree in Chemistry from Adelphi University.

**CARL W. BALEZENTIS, Ph.D.** President, Enzo Life Sciences, Inc., has held this position since June 2006. Before his employment with Enzo, he was CEO of Lark Technologies, Inc., a contract research organization providing molecular biology services, from 2000 to 2004, prior to its acquisition by Genaissance Pharmaceuticals, Inc., a biotechnology company. Subsequent to the acquisition Dr. Balezentis held the positions of President of Lark Technologies, Inc., and Senior Vice President of Genaissance. From 1998 to 2000 he held numerous executive positions in the life sciences industry at Sigma-Aldrich (a manufacturer of research chemicals), Perceptive Scientific Instruments, Inc. (a manufacturer of medical imaging equipment), Applied Biosystems, Inc. (a life sciences research tools producer now known as Applera) and Promega Corporation (a life science supply company). Dr. Balezentis holds a Ph.D. in Genetics from the University of Arizona and completed a Post Doctoral Fellowship at M.D. Anderson Cancer Center in Houston, TX.

**CHRISTINE T. FISCHETTE, Ph.D.** President, Enzo Therapeutics, Inc. has held this position since January 2008. Before her employment with Enzo, from 1999-2007, she was Executive Director and Head of Negotiation, Global Business Development and Licensing for various therapeutic Business Franchise Boards at the pharmaceutical company Novartis Pharmaceuticals, a division of Novartis Ag. From 1987-1999, Dr. Fischette held various positions at the pharmaceutical company Pfizer Pharmaceuticals, NY and directed preclinical/clinical development, medical marketing, and was head of Pfizer's US commercial arm for diabetes before joining business development and licensing from 1987-1999. Prior to her work experience at Pfizer, she conducted research as Senior Scientist at Hoffmann-La Roche, Inc. and as a PostDoctoral Fellow at Rockefeller University. Dr. Fischette holds a Ph.D. in Physiology from the University of Medicine & Dentistry of New Jersey and a B.A. in Biology Education from Rutgers University.

**KEVIN KRENITSKY, M.D.** was appointed President of Enzo Labs in March 2009. Before his employment at Enzo he was the CEO of Bio Serve Biotechnologies, a global biotechnology company specializing in processing genetic diagnostic tests from 2007 to February 2009. From 2006 to 2007, he was the Interim CEO of Parkway Clinical Laboratories, a clinical diagnostic lab providing comprehensive routine and esoteric testing. Prior to his employment at Parkway Clinical, from 1999 to 2006, he served as Senior Vice President and Division Head at manufacturer SeraCare Life Sciences Genomics Collaborative Division (GCI) where he managed all worldwide pharmaceutical R&D collaborations. Before GCI was acquired by Seracare Life Sciences, he held the position of Medical Director. Dr. Krenitsky received his M.D. from Jefferson Medical College.

**ANDREW R. CRESCENZO, CPA** Senior Vice President of Finance for the Company has held this position since May 2006. Before joining the Company, Mr. Crescenzo was an Executive Director from 2002 to 2006 and a Senior Manager from 1997 to 2002 at the accounting firm Grant Thornton LLP. From 1993 to 1997 he served as Vice President and Chief Financial Officer of J. D. Addario & Co, Inc, a leading manufacturer and distributor of equipment for the musical industry, and held several positions at the accounting firm Ernst and Young LLP from 1984 to 1993, the latest of which was Senior Manager. Mr. Crescenzo is a Certified Public Accountant and received his Bachelors of Business Administration from Adelphi University.

**HERBERT B. BASS** Vice President of Finance for the Company and has held this position since May 1989. Prior to 1989 Mr. Bass served as the Corporate Controller of the Company. Mr. Bass has been with the Company since 1986. From 1977 to 1986, Mr. Bass held various positions at Danziger and Friedman, Certified Public Accountants, the latest of which was audit manager. Mr. Bass received a Bachelor of Business Administration degree in Accounting from Bernard M. Baruch College.

**DAVID C. GOLDBERG** Vice President of Corporate Development for Enzo Biochem, Inc. has been employed with the Company since 1985. He has held several managerial and executive positions within Enzo Biochem. Mr. Goldberg also held management and marketing positions with pharmaceutical research company DuPont-NEN and chemical supplier Gallard Schlesinger





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Industries before joining the Company. He received a Master of Science degree in Microbiology from Rutgers University and a Master of Business Administration in Finance from New York University.

**ANDREW P. WHITELEY** Chief Operating Officer, Enzo Life Sciences and Vice President of Business Development, Enzo Biochem since May 2008. Before his employment at Enzo, Mr. Whiteley previously held the position of CEO at Vitra Biosciences (2003 to 2005) and CEO of InforMax, a bioinformatics company, from 2002 to 2003 which was acquired by Invitrogen. Prior to that Mr. Whiteley held various positions at Amersham Pharmacia Biotech, a leading biotechniques company (now part of GE Healthcare), including, VP Bioinformatics and VP Sequencing Business. Mr. Whiteley graduated from Nottingham University, England with a joint honors degree in Biochemistry and Chemistry.

**PAUL C. O BRIEN** Vice President of Global Human Resources for the Company has held this position since November 2009. Before joining the Company, Mr. O'Brien was Vice President of Global Human Resources at Black & Decker, the multinational manufacturer, for their Fastening and Assembly Systems Group from 2005 to 2009. From 2003 to 2004 Mr. O'Brien was Director of Global Human Resources for Stryker Spine, a manufacturer of spine related products, and from 1991 to 2002 Mr. O'Brien held various roles in Human Resources with Tyco Healthcare (a leading manufacturer, distributor and servicer of medical devices), the latest of which was Senior Director, Divisional Human Resources. Mr. O'Brien received a Bachelor of Arts degree in General Studies from Providence College.

**IRWIN C. GERSON** has been a Director of the Company since May 2001 and is Chairman of the Compensation Committee and also serves on the Audit and the Nominating/Governance Committees. From 1995 until December 1998, Mr. Gerson served as Chairman of the healthcare communications firm Lowe McAdams Healthcare and prior thereto had been, since 1986, Chairman and Chief Executive Officer of William Douglas McAdams, Inc., one of the largest advertising agencies in the U.S. specializing in pharmaceutical marketing and communications to healthcare professionals. In February 2000, he was inducted into the Medical Advertising Hall of Fame. He was a Director of Andrx Corporation, a NASDAQ listed company which specializes in proprietary drug delivery technologies until November 2006. From 1990-1999, he was Chairman of the Council of Overseers of the Arnold and Marie Schwartz College of Pharmacy and has served as a trustee of The Albany College of Pharmacy and Long Island University. He was elected President of the Advisory Board of Florida Atlantic University Lifelong Learning Society in October 2006. Mr. Gerson has a Bachelor of Science in Pharmacy from Fordham University and an MBA from the New York University Graduate School of Business Administration. Mr. Gerson is a nominee for re-election at the 2009 Annual Meeting.

**BERNARD L. KASTEN, M.D.** Dr. Kasten has been a Director of the Company since January 2008 and serves on the Audit, Nominating and the Compensation Committees. He served as Director of biotechnology company Cleveland Biolabs, Inc. (CBLI: NASDAQ) and has been serving as Chairman of the Board since August 2006. From 1995 to 2004, Dr. Kasten served at Quest Diagnostics Incorporated, a national provider of diagnostic testing, information and services, where he was Chief Laboratory Officer and most recently Vice President of Medical Affairs of its MedPlus Inc. subsidiary, which is a healthcare information technology company. Dr. Kasten served as a Director of the drug development company SIGA Technologies from May 2003 to December 2006, and as SIGA's Chief Executive Officer from July 2004 through April 2006. Dr. Kasten currently serves as a Director of GeneLink Inc. (GNLK.OTCBB) and SeraCare Life Sciences Inc. (SCRS Pink Sheets). Dr. Kasten is also a Director of several privately held companies. Dr. Kasten is a graduate of the Ohio State University College of Medicine. His residency was served at the University of Miami, Florida and he was awarded fellowships at the National Institutes of Health Clinical Center and NCI, Bethesda, Maryland. He is a diplomat of the Board of Pathology with certification in anatomic and clinical pathology with sub-specialty certification in Medical Microbiology.

**STEPHEN B. H. KENT, Ph.D.** has been a Director of the Company since January 2007 and Lead Independent Director since January 2008 and serves on the Nominating/Governance Committee. Dr. Kent is or has been a Professor of Biochemistry & Molecular Biology (2001-present), Professor of Chemistry (2002-present), and Director of the Institute for Biophysical Dynamics (2003-2009) at the University of Chicago. Dr. Kent was the business founder and served as a Director of CIPHERGEN Biosystems, a biotechnology tools company (1994-1997) and Gryphon Sciences, a biotechnology company (1994-2002). At Gryphon Sciences, Kent served as President (1997-2000), CEO (1999-2000), and Chief Scientist (1997-2001). Dr. Kent has served on the Scientific Advisory Board at pharmaceutical company Amylin Pharmaceuticals from 2005 present, the Board of the Center for Functional Genomics, Victoria University, New Zealand from 2004 present, the Scientific Advisory Board, Institute for Molecular Bioscience, The University of Queensland, Australia, from 2001 present, and the Scientific Advisory Board, New York Blood Center & Kimball Research Institute from 1991 1997. Dr. Kent received Bachelor of Science and Master of Science degrees in his native New Zealand, and his Ph.D. from the University of California, Berkeley. Dr. Kent is a nominee for re-election at the 2009 Annual Meeting.

**MELVIN F. LAZAR, CPA** has been a Director of the Company since August 2002, the Lead Independent Director from October 2005 to January 2008, and is Chairman of the Audit Committee. Mr. Lazar was a founding partner of the public accounting firm of Lazar, Levine & Felix LLP from 1969 until October 2002. Mr. Lazar is a board member and chairman of the audit committee of Arbor Realty Trust, Inc. (ABR: NYSE). Arbor is a real estate investment trust (REIT) formed to invest in real estate related bridge and mezzanine loans, preferred equity investments and other real estate related assets. Mr. Lazar holds a Bachelor of Business Administration degree from The City College of New York (Baruch College).



**Family Relationships**

Dr. Elazar Rabbani and Shahram K. Rabbani are brothers and Barry W. Weiner is their brother-in-law.

**Director Independence**

Messrs. Irwin C. Gerson and Melvin F. Lazar and Drs. Bernard L. Kasten and Stephen Kent qualify as independent Directors under the criteria established by the NYSE. Mr. Bortz, if elected, would also qualify as an independent Director under the criteria established by the NYSE.

**Certain Legal Proceedings**

In connection with the termination of his employment as President of Enzo Labs, Shahram K. Rabbani, the former Secretary and Treasurer of the Company and current member of the Board, submitted on April 30, 2009 a demand for arbitration and related statement of claim to the American Arbitration Association. The statement of claim names the Company, Dr. Elazar Rabbani, the Chairman of the Board, Chief Executive Officer and Secretary of the Company, and Barry W. Weiner, the President, Chief Financial Officer, Principal Accounting Officer, Treasurer and a member of the Board, as respondents and alleges, among other things, claims relating to the termination of Mr. Rabbani's employment as President of Enzo Labs. The statement of claim purports to allege claims for breach of contract against the Company, unlawful retaliation under the Sarbanes-Oxley whistleblower statute (the Claims) against the Company, Dr. Rabbani and Mr. Weiner, and tortious interference with contract against Dr. Rabbani and Mr. Weiner. Mr. Rabbani seeks damages of no less than \$10 million including attorneys' fees, costs, and punitive damages. The Company believes the Claims are without merit and intends to defend vigorously against them.

Subsequent to April 30, 2009, the Company conducted a review, as directed by a special committee of the Board, relating to the aforementioned Claims pertaining to Enzo Labs. The review concluded that the purported Claims were unsubstantiated.

On September 18, 2009, Mr. Rabbani amended his statement of claim to add a claim for defamation against the Company and a claim against the Company, Dr. Rabbani and Mr. Weiner seeking a declaratory judgment. The Company also believes these additional claims are without merit and intends to defend vigorously against them.

Documentary discovery has commenced, and an arbitration hearing has been scheduled for March 2, 2010. Mr. Rabbani also filed a complaint for unlawful retaliation under the Sarbanes-Oxley Act's whistleblower statute with the Department of Labor against the Company, Dr. Rabbani and Mr. Weiner arising out of the same facts and occurrences. The Company believes the Claims are without merit and intends to defend vigorously against them.

**CORPORATE GOVERNANCE**

Our Board and management are committed to responsible corporate governance to ensure that the Company is managed for the long-term benefit of its shareholders. To that end, during the past year, as in prior years, the Board and management have periodically reviewed and updated, as appropriate, the Company's corporate governance policies and practices. During the past year, the Board has also continued to evaluate and, when appropriate, update the Company's corporate governance policies and practices in accordance with the requirements of the Sarbanes-Oxley Act of 2002 and the rules and listing standards issued by the Securities and Exchange Commission and the NYSE.

**Corporate Governance Policies and Practices**

The Company has a variety of policies and practices to foster and maintain responsible corporate governance, including the following:

**Corporate Governance Guidelines** The Board adopted Corporate Governance Guidelines, which culminate in one document many of the corporate governance practices and procedures that had evolved over the years. These guidelines address the duties of the Board, Director qualifications and selection process, Board operations, Board committee matters and continuing education. The guidelines also provide for annual