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EXEGENICS INC
Form SC TO-T/A
July 31, 2003

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

AMENDMENT NO. 5
TO
SCHEDULE TO/A
TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OF
THE SECURITIES EXCHANGE ACT OF 1934

EXEGENICS INC.
(Name of Subject Company (Issuer))

FOUNDATION GROWTH INVESTMENTS LLC (PARENT OF OFFEROR)
EI ACQUISITION INC. (OFFEROR)
(Names of Filing Persons
(identifying status as offeror, issuer or other person))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
SERIES A CONVERTIBLE PREFERRED STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

301610 (COMMON STOCK)
(CUSIP NOT APPLICABLE FOR PREFERRED STOCK)
(CUSIP Number of Class of Securities)

TERRY ROBBINS
FOUNDATION GROWTH INVESTMENTS LLC
225 WEST WASHINGTON STREET
SUITE 2320
CHICAGO, ILLINOIS 60606
(312) 551-9900
(Name, address, and telephone number of person authorized
to receive notices and communications on behalf of filing person)

WITH A COPY TO:
TIMOTHY R. M. BRYANT
MCDERMOTT, WILL & EMERY
227 WEST MONROE STREET, SUITE 4700
CHICAGO, ILLINOIS 60606
(312) 372-2000

CALCULATION OF FILING FEE: Previously Paid

/x/ CHECK THE BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY RULE
0-11(A) (2) AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY
PAID. IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM
OR SCHEDULE AND THE DATE OF ITS FILING.

Amount Previously Paid: \$1,327.
Form or Registration No.: SC TO-T.
Filing Party: Foundation Growth Investments LLC and
EI Acquisition Inc.
Date Filed: May 29, 2003.

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/ / Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

/X/ third-party tender offer subject to Rule 14d-1.
/ / issuer tender offer subject to Rule 13e-4.
/ / going-private transaction subject to Rule 13e-3.
/ / amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: / /

INTRODUCTION

This Amendment No. 5 to Schedule TO relates to the offer by Foundation Growth Investments LLC, a Delaware limited liability company, and EI Acquisition Inc., a Delaware corporation (collectively, the "Purchaser"), to purchase all outstanding shares of common stock, par value \$0.01 per share, and all outstanding shares of Series A Convertible Preferred Stock, par value \$0.01 per share, of eXegenics Inc., a Delaware corporation ("eXegenics"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 29, 2003, as amended on June 13, 2003, June 16, 2003, June 25, 2003, July 17, 2003 and as amended herein (the "Offer to Purchase"), and in the related Letter of Transmittal, as amended on June 13, 2003, June 16, 2003, June 25, 2003, July 17, 2003 and as amended herein (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). The Offer is described in a Schedule TO (as amended or supplemented from time to time, the "Schedule TO"), initially filed by Purchaser with the SEC on May 29, 2003, as amended on June 13, 2003, June 16, 2003, June 25, 2003, July 17, 2003 and as herein amended. Copies of the Offer to Purchase and the Letter of Transmittal have been filed as Exhibits 12(a)(1) and 12(a)(2), respectively, of the Purchaser's Schedule TO and are incorporated herein by reference.

All information in (i) the Offer to Purchase, including all schedules thereto, (ii) the Letter of Transmittal, (iii) the Amendment No. 1 to Purchaser's Schedule TO filed on June 13, 2003, (iv) the Amendment No. 2 to Purchaser's Schedule TO filed on June 16, 2003, (v) the Amendment No. 3 to Purchaser's Schedule TO filed on June 26, 2003, and (vi) the Amendment No. 4 to Purchaser's Schedule TO filed on July 17, 2003, are incorporated by reference in answer to all of this items in this Schedule TO. Additional items with respect to this Schedule TO are set forth below. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

ITEMS 1 THROUGH 12

Items 1 through 12 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

Purchaser hereby amends and supplements the Offer to Purchase and the related Letter of Transmittal to provide the following:

(1) The expiration date of the Offer is hereby extended to 12:00 Midnight, New York City time, on Friday, August 15, 2003, unless otherwise extended. Accordingly, all references to "Expiration Date" shall mean 12:00 Midnight, New York City time, on Friday, August 15, 2003, unless Purchaser in

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its sole discretion, extends the period of time for which the Offer is open, in which case the term "Expiration Date" will mean the time and date at which the Offer, as so extended, will expire.

(2) The price to purchase all outstanding shares of common stock, par value \$0.01 per share, and all outstanding shares of Series A Convertible Preferred Stock, par value \$0.01 per share, of eXegenics is increased from \$0.37 per Share to \$0.51 per Share, net to the seller in cash, without interest thereon. Accordingly all references to "Offer Price" shall mean \$0.51 per Share, net to the seller in cash, without interest thereon.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

The following is hereby added to the end of "Section 8: Certain Information Concerning EI Acquisition Inc. and Foundation Growth Investments LLC" of the Offer to Purchase:

On July 31, 2003, Purchaser issued a press release announcing that it had increased its price to purchase all outstanding shares of common stock, par value \$0.01 per share, and all shares of Series A Convertible Preferred Stock, par value \$0.01 per share, of eXegenics from \$0.37 per Share to \$0.51 per Share, net to the seller in cash, without interest thereon. The full text of the press release is filed as Exhibit (a) (12) hereto.

ITEM 12. EXHIBITS.

Item 12 is hereby amended and supplemented to add the following exhibit:

- (a) (12) Press Release issued by Purchaser, dated July 31, 2003.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EI ACQUISITION INC.

By: /s/ Terry Robbins

Name: Terry Robbins
Title: President

FOUNDATION GROWTH INVESTMENTS LLC

By: Foundation Growth Management LLC
Its: Member

By: /s/ Terry Robbins

Name: Terry Robbins
Title: Manager

Dated: July 31, 2003