# EXEGENICS INC

## FORM SC TO-T/A
(Amended tender offer statement by Third Party)

Filed 8/15/2003

| | |
|---|---|
| Address | 1250 PITTSFORD-VICTOR ROAD BUILDING 200, SUITE 280 |
| | PITTSFORD, New York 14534 |
| Telephone | 585-218-4368 |
| CIK | 0000944809 |
| Industry | Biotechnology & Drugs |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

Generated by **EDGAR Online Pro**
http://pro.edgar-online.com

EDGAR Online

Contact **EDGAR Online**
Customer Service: 203-852-5666
Corporate Sales: 212-457-8200

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

**AMENDMENT NO. 7**
**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. |

/ / 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. 7 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 July 31, 2003, August 7, 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, July 31, 2003, August 7, 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, 200, June 16, 2003, June 25, 2003, July 17, 20003, July 31, 2003, August 7, 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, (iv) the Amendment No. 4 to Purchaser's Schedule TO filed on July 17, 2003, (v) the Amendment No. 5 to Purchaser's Schedule TO filed on July 31, 2003, and (vi) the Amendment No. 7 to Purchaser's Schedule TO filed on August 7, 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 that the expiration date of the Offer is hereby extended to 12:00 Midnight, New York City time, on Friday, August 29, 2003, unless otherwise extended. Accordingly, all references to "Expiration Date" shall mean 12:00 Midnight, New York City time, on Friday, August 29, 2003, unless Purchaser in 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.

## ITEM 12. EXHIBITS.

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

(a) (15) Press Release, dated August 15, 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: August 15, 2003*

**NEWS RELEASE**
**CONTACT: MICHAEL PECHETTE**

**FOUNDATION GROWTH INVESTMENTS**
(312) 551-9900

**JOHN FERGUSON (INFORMATION AGENT)**
**MORROW & CO.**
**BANKS AND BROKERS: (800) 654-2468**
**STOCKHOLDERS: (800) 607-0088**
**ALL OTHERS: (212) 754-8000**

**RICK CONKLIN (DEALER MANAGER AND FINANCIAL ADVISER)**
**WILLIAM BLAIR & COMPANY**
800-621-0687 ext. 5333

## FOUNDATION GROWTH EXTENDS OFFER TO AUGUST 29, 2003

CHICAGO, ILLINOIS, August 15, 2003 - Foundation Growth Investments LLC and EI Acquisition Inc. announced today that they are extending the expiration date of their offer of $0.51 per share in CASH for all of the outstanding stock of eXegenics Inc. (Nasdaq: EXEG) to 12:00 Midnight, New York City time on Friday, August 29, 2003.

## NOTICE FOR EXEGENICS STOCKHOLDERS

The complete terms and conditions of the offer are set forth in an offer to purchase, letter of transmittal, and other related materials which were filed with the Securities and Exchange Commission on May 29, 2003, as amended, and distributed to eXegenics stockholders. eXegenics stockholders are urged to read the tender offer documents because they contain important information. Investors are able to receive such documents free of charge at the SEC's web site, www.sec.gov, or by contacting Morrow & Co., Inc., the Information Agent for the transaction, at (800) 607-0088, or William Blair & Company, the Dealer Manager and financial adviser for the transaction, at (800) 621-0687 ext. 5333.

**THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF EXEGENICS INC.**

* * *

This announcement should not be construed to constitute a solicitation of any consent. Foundation Growth Investments has filed with the Securities and Exchange Commission a preliminary consent statement relating to the solicitation of consents with respect to the removal of removal of all directors from the eXegenics board and the appointment of a new slate of directors. Foundation Growth Investments will furnish to eXegenics' stockholders, a definitive consent

statement and may file other consent solicitation materials. Investors and security holders are urged to read the consent statement and any other consent solicitation materials (when they become available) because they will contain important information.

Investors and security holders are able to obtain a free copy of the preliminary consent statement and the definitive consent statement (when it is available) and other documents filed by Foundation Growth Investments with the Commission at the Commission's website at www.sec.gov. In addition, you will also be able to obtain a free copy of the definitive consent statement (when it is available) by contacting Morrow & Co., Inc., the Information Agent for the transaction, at
(800) 607-0088, or William Blair & Company, the Dealer Manager and financial adviser for the transaction, at (800) 621-0687 ext. 5333.

Detailed information regarding the names, affiliations and interests of individuals who may be deemed participants in the solicitation of consents of eXegenics stockholders are available in the preliminary consent statement filed by Foundation Growth Investments with the SEC on Schedule 14A.

---

**End of Filing**

Powered By EDGAR Online

**© 2005 | EDGAR Online, Inc.**