

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

AMENDMENT NO. 6  
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

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CALCULATION OF FILING FEE: Previously Paid  
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/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: / /

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## INTRODUCTION

This Amendment No. 6 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, 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, 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, July 31, 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, and (v) the Amendment No. 5 to Purchaser's Schedule TO filed on July 31, 2003 are incorporated by reference in answer to all of these 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:

#### 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 August 7, 2003, Purchaser sent a letter to the board of directors of eXegenics with respect to the board's response to the Offer. The full text of the letter to the board of directors is filed as Exhibit (a)(13) hereto. On August 8, 2003, Purchaser filed a press release with respect to this letter to the board of directors. The full text of the press release is filed as Exhibit (a)(14) hereto.

#### ITEM 12. EXHIBITS.

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

- (a) (13) Letter to the Board of Directors of eXegenics, dated August 7, 2003.
- (a) (14) Press release, dated August 8, 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

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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 8, 2003

EXHIBIT (a)(13)

Foundation Growth Investments LLC  
225 West Washington Street, Suite 2320  
Chicago, Illinois 60606

August 7, 2003

Board of Directors  
eXegenics Inc.  
2110 Research Row  
Dallas, Texas 75235

Gentlemen:

The board of directors of eXegenics Inc. has ignored our attempt to negotiate a transaction with eXegenics and is actively interfering with our attempt to purchase the capital stock of eXegenics directly from its stockholders. Our offer to purchase the stock of eXegenics is financially superior to the offer by AVI BioPharma, Inc. The directors of eXegenics are violating their fiduciary duties to maximize the value of eXegenics for the benefit of the stockholders of eXegenics. The proposed transaction between eXegenics and AVI BioPharma inappropriately provides millions of dollars of benefits to the board and management of eXegenics -- in the form of, among other things, insurance and severance payments -- that Foundation Growth Investments believes should be preserved for the benefit of the stockholders of eXegenics. eXegenics may also be violating the SEC's tender offer rules by paying more to the officers of eXegenics than other stockholders in exchange for the officers' stock and support.

We demand that the board of eXegenics refrain from favoring AVI BioPharma's inferior offer. Specifically, we demand that eXegenics exempt Foundation Growth Investment's tender offer from triggering the terms of the stockholder rights plan and exempt Foundation Growth Investments from the application of the Delaware anti-takeover statute, in each case as the board has done with respect to AVI BioPharma. eXegenics' board is hiding behind the rights plan and Delaware law to further the personal interests of the directors and management of eXegenics and to protect a financially inferior offer.

We look forward to your immediate attention.

Very truly yours,

Foundation Growth Investments LLC  
By: Foundation Growth Management LLC

By: /s/ Timothy Leonard

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Timothy Leonard

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 DEMANDS EXEGENICS DIRECTORS UPHOLD THEIR FIDUCIARY DUTIES

CHICAGO, ILLINOIS, August 8, 2003 - Foundation Growth Investments yesterday delivered the following letter to the board of eXegenics Inc. (Nasdaq: EXEG):

Foundation Growth Investments LLC  
225 West Washington Street, Suite 2320  
Chicago, Illinois 60606

August 7, 2003

Board of Directors  
eXegenics Inc.  
2110 Research Row  
Dallas, Texas 75235

Gentlemen:

The board of directors of eXegenics Inc. has ignored our attempt to negotiate a transaction with eXegenics and is actively interfering with our attempt to purchase the capital stock of eXegenics directly from its stockholders. Our offer to purchase the stock of eXegenics is financially superior to the offer by AVI BioPharma, Inc. The directors of eXegenics are violating their fiduciary duties to maximize the value of eXegenics for the benefit of the stockholders of eXegenics. The proposed transaction between eXegenics and AVI BioPharma inappropriately provides millions of dollars of benefits to the board and management of eXegenics -- in the form of, among other things, insurance and severance payments -- that Foundation Growth Investments believes should be preserved for the benefit of the stockholders of eXegenics. eXegenics may also be violating the SEC's tender offer rules by paying more to the officers of eXegenics than other stockholders in exchange for the officers' stock and support.

We demand that the board of eXegenics refrain from favoring AVI BioPharma's inferior offer. Specifically, we demand that eXegenics exempt Foundation Growth Investment's tender offer from triggering the terms of the stockholder rights plan and exempt Foundation Growth Investments from the application of the Delaware anti-takeover statute, in each case as the board has done with respect to AVI BioPharma. eXegenics' board is hiding behind the rights plan and Delaware law to further the personal interests of the directors and management of eXegenics and to protect a financially inferior offer.

We look forward to your immediate attention.

Very truly yours,

Foundation Growth Investments LLC  
By: Foundation Growth Management LLC

By: /s/ Timothy Leonard

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Timothy Leonard