

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

-----

SCHEDULE 14D-9  
(AMENDMENT NO. 1)  
SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

-----

EXEGENICS INC.  
(NAME OF SUBJECT COMPANY)

EXEGENICS INC.  
(NAME OF PERSON FILING STATEMENT)

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)

-----

RONALD L. GOODE, PH.D.  
EXEGENICS INC.  
2110 RESEARCH ROW  
DALLAS, TEXAS 75235  
(214) 358-2000  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICE AND  
COMMUNICATIONS ON BEHALF OF THE PERSON FILING STATEMENT)

-----

COPY TO:

JOEL I. PAPERNIK, ESQ.  
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.  
666 THIRD AVENUE  
24TH FLOOR  
NEW YORK, NEW YORK 10017  
(212) 935-3000

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

=====

This Amendment No. 1 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed with the Securities and Exchange Commission on June 12, 2003 (the "Schedule 14D-9"), by eXegenics Inc., a Delaware corporation ("eXegenics"), relating to the tender offer made by EI Acquisition Inc., (the "Purchaser"), a Delaware corporation and wholly-owned subsidiary of Foundation Growth Investments LLC, a Delaware limited liability company and a private investment fund, as set forth in a Tender Offer Statement filed by the Purchaser on Schedule TO, dated May 29, 2003 (as subsequently amended, the "Schedule TO"), for all of the outstanding common stock, par value \$0.01 per share, of eXegenics, and Series A Convertible Preferred Stock, par value \$0.01 per share of eXegenics (together, the "Shares"), at a price of \$0.40 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Schedule TO. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 14D-9.

ITEM 8. ADDITIONAL INFORMATION.

Item 8 of the Schedule 14D-9 is hereby amended to add the following:

The information set forth in Exhibit 6 filed herewith is incorporated herein by reference.

ITEM 9. EXHIBITS.

Item 9 of the Schedule 14D-9 is hereby amended by adding the following thereto:

EXHIBIT NO.

- - - - -

Exhibit 6. Press Release issued by eXegenics on June 17, 2003.

2

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.

EXEGENICS INC.

By: /s/ RONALD L. GOODE

-----  
RONALD L. GOODE  
CHAIRMAN, CHIEF EXECUTIVE OFFICER AND  
PRESIDENT

Dated: June 17, 2003

INDEX TO EXHIBITS

<Table>

<Caption>

EXHIBIT NUMBER	DESCRIPTION
-------------------	-------------

- - - - -

<S>	<C>
-----	-----

6	Press Release issued by eXegenics on June 17, 2003.
---	---

</Table>

## EXHIBIT 6

CONTACT: WALISA M. DAVENPORT  
EXEGENICS INC.  
(214) 358-2000

E. BLAIR CLARK (INVESTORS)  
BURNS MCCLELLAN  
(212) 213-0006

WILLIAM FISKE (INFORMATION AGENT)  
GEORGESON SHAREHOLDER COMMUNICATIONS INC.  
BANKS AND BROKERS: (212) 440-9800  
ALL OTHERS CALL TOLL-FREE: (800) 964-0733

### EXEGENICS ANNOUNCES OVERWHELMING SHAREHOLDER VOTE IN FAVOR OF CURRENT DIRECTORS MORE THAN 96% OF SHARES VOTED TO APPROVE MAINTAINING PRESENT BOARD

DALLAS, June 17, 2003 -- EXEGENICS, Inc. (Nasdaq: EXEG) announced today the results of voting at its 2003 annual meeting of stockholders, which was adjourned from May 19th and held today. The purpose of the meeting was to elect all directors to serve for one-year terms expiring in 2004, and to ratify the appointment of Ernst & Young LLP as the company's independent public accountants for the fiscal year ending December 31, 2003. The company reported that over 87% of shares owned by stockholders of record voted in person or by proxy at the meeting. Of those shares voted, over 96% were in favor of the nominees (Dr. Joseph Davie, Mr. Robert Easton, Dr. Ronald Goode, and Dr. Walter Lovenberg) recommended by the board of directors. The appointment of Ernst & Young LLP as the Company's independent public accountants was ratified by 99% of the shares voted.

Ronald L. Goode, Ph.D., chairman, president and CEO said, "We are pleased that stockholder's have endorsed the current slate of directors, in accordance with the Board's recommendation. We believe that this vote is indicative of our willingness to work with and for shareholders to complete a systematic consideration of ways to maximize value for our shareholders. Further, we believe that this vote serves as a mandate to reject offers, such as that made by EI Acquisition Inc. and Foundation Growth Investments LLC, that we consider inadequate." With regard to that tender offer, Dr. Goode commented that "For all the reasons set forth in my letter sent to shareholders on June 12th, the Board continues to encourage all shareholders to reject Foundation's offer and to not tender their shares."

EXEGENICS' stockholders are asked to read the Solicitation/Recommendation Statement that was filed by EXEGENICS with the Securities and Exchange Commission on June 12, 2003 and mailed to stockholders. It explains in more detail the recommendation and why EXEGENICS' board of directors feel so strongly that stockholders should REJECT Foundation's offer and not tender their shares.

ANY QUESTIONS OR REQUESTS FOR ASSISTANCE IN THIS MATTER SHOULD BE DIRECTED TO EXEGENICS' INFORMATION AGENT: GEORGESON SHAREHOLDER COMMUNICATIONS, INC., 17 STATE STREET, 10TH FLOOR, NEW YORK, NY 10004; BANKS AND BROKERS CALL: (212) 440-9800; ALL OTHERS CALL TOLL-FREE: (800) 964-0733.

### SAFE HARBOR

This release contains forward-looking statements. The words "believe," "expect," "intend", "anticipate," variations of such words, and similar expressions identify forward-looking statements, but their absence does not mean that the statement is not forward-looking. These statements are subject to certain risks, uncertainties and assumptions that are difficult to predict. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. eXegenics undertakes no obligation to update any forward-looking statement to reflect new information, events or circumstances after the date of this release or to reflect the occurrence of unanticipated events.

