

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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SCHEDULE 14D-9  
(AMENDMENT NO. 3)  
SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

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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)

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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)

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

This Amendment No. 3 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 3. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

Item 3 of the Schedule 14D-9 is hereby amended to add the following:

On June 30, 2003, eXegenics issued a press release announcing its reaction to the Purchaser's lowering of its cash offer price from \$0.40 per Share to \$0.37 per Share. The press release also announced eXegenics' response to the Purchaser's filing of an extension to lengthen the period of time to which the tender offer is open.

ITEM 8. ADDITIONAL INFORMATION.

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

The information set forth in Exhibit 9 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 9. Press Release issued by eXegenics on June 30, 2003.

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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

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RONALD L. GOODE  
CHAIRMAN, CHIEF EXECUTIVE OFFICER AND  
PRESIDENT

Dated: June 30, 2003

## EXHIBIT 9

(EXEGENICS LOGO)

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

### FOUNDATION'S ORIGINAL TENDER OFFER FAILS

#### EXEGENICS SAYS THAT FOUNDATION GROWTH INVESTMENTS IS EMPLOYING DESPERATE AND MISLEADING TACTICS

DALLAS, June 30, 2003 -- EXEGENICS Inc.'s (Nasdaq: EXEG) Board of Directors announced today that the original tender offer, with an offer price of \$0.40 per share for all of EXEGENICS' outstanding shares, made by EI Acquisition Inc. and Foundation Growth Investments LLC, has FAILED to win control of EXEGENICS, in that it appears that LESS THAN ONE PERCENT (<1%) OF EXEGENICS' SHARES were tendered by the original expiration date of June 25, 2003.

This FAILURE by Foundation has led them to revise their offer, with the revised tender offer price being a reduction from the original offer price of \$0.40 per share for all of EXEGENICS' outstanding shares to \$0.37 per share.

It is the Board's belief that the extension of Foundation's offer period, the lowering of the tender offer price and the unsupported statements made by Foundation are desperate acts aimed at misleading EXEGENICS' stockholders as to the value of their EXEGENICS shares. Thus, the Board recommends that SHAREHOLDERS REJECT THE INADEQUATE OFFER of \$0.37 per share made by EI Acquisition Inc. and Foundation Growth Investments LLC.

"Foundation's latest tactic once again underscores its blatant attempt to disseminate inaccurate information about EXEGENICS' current financial condition. EXEGENICS currently has a strong balance sheet and no long-term debt. Further, EXEGENICS' management continues to advance its discussions with various companies regarding possible business combinations and, based on such discussions, believes that there is a reasonable chance of obtaining an alternative offer with terms that are superior to Foundation's inadequate offer," said Dr. Ronald Goode, Chairman, President and CEO of EXEGENICS. "Foundation's decision to lower the tender offer price to \$0.37 per share is merely a ploy. The tactic serves as proof of Foundation's true intent to acquire EXEGENICS at a substantial discount to its real value. The Board of Directors continues its efforts to enhance stockholder value and protect its stockholders' investments from hostile corporate raiders," stated Dr. Goode.

Responding to Foundation's allegation that EXEGENICS' stock will be delisted from trading on The Nasdaq Stock Market on July 21, 2003, Dr. Goode added, "While it is true that when a company's stock trades below \$1.00 delisting becomes a

possibility, we have repeatedly disclosed that Nasdaq has informed us that EXEGENICS is entitled to an additional 90 days beyond July 21st to comply with Nasdaq's listing requirements. Foundation chooses to ignore this fact."

A complete description of the background of Foundation's original offer and a detailed explanation of why the EXEGENICS board of directors believes the Foundation offer is grossly inadequate and unfair to you, is contained in the company's Solicitation/ Recommendation Statement on Schedule 14D-9. A copy of the Schedule 14D-9 was sent to you by EXEGENICS on or about June 13th, and can also be found on the company's web site at [www.exegenicsinc.com](http://www.exegenicsinc.com), on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov) or by contacting our information agent, Georgeson Shareholder Communications Inc., at (888) 964-0733; banks and brokers call, (212) 440-9800. We urge you to read the Schedule 14D-9 carefully and in its entirety.

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EXEGENICS HAS FILED PRELIMINARY PROXY MATERIALS WITH THE SECURITIES AND EXCHANGE COMMISSION IN OPPOSITION TO FOUNDATION'S CONSENT SOLICITATION. EXEGENICS WILL FILE WITH THE COMMISSION, AND WILL FURNISH TO EXEGENICS' STOCKHOLDERS, A DEFINITIVE CONSENT STATEMENT, WHEN AVAILABLE, AND MAY FILE OTHER CONSENT SOLICITATION MATERIALS.

EXEGENICS STOCKHOLDERS ARE URGED TO READ EXEGENICS' PRELIMINARY AND DEFINITIVE CONSENT STATEMENTS, WHEN AVAILABLE, CAREFULLY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. YOU MAY OBTAIN FREE COPIES OF THE CONSENT STATEMENTS, WHEN AVAILABLE, BY ACCESSING THE SEC'S WEBSITE AT [WWW.SEC.GOV](http://WWW.SEC.GOV)., OR THE COMPANY'S WEBSITE AT [WWW.EXEGENICSINC.COM](http://WWW.EXEGENICSINC.COM). STOCKHOLDERS MAY ALSO OBTAIN, WITHOUT CHARGE, COPIES OF EXEGENICS' CONSENT STATEMENTS, WHEN AVAILABLE, BY CALLING EXEGENICS' INFORMATION AGENT, GEORGESON SHAREHOLDER. 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.