SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A2

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended DECEMBER 31, 1995 Commission File No. 0-12957

ENZON, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	22-2372868
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
20 KINGSBRIDGE ROAD, PISCATAWAY, NEW JERSEY	08854
(Address of principal executive offices)	(Zip Code)

(908) 980-4500
(Registrant's telephone number, including area code:)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

The number of shares of common stock, $.01 par value, outstanding as of February 7, 1996 was 27,428,946 shares.

ITEM 2.MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

THREE MONTHS ENDED DECEMBER 31, 1995 VS. THREE MONTHS ENDED DECEMBER 31, 1994

REVENUES. Revenues for the three months ended December 31, 1995 increased by 51% to $3,330,000 as compared to $2,202,000 for the same period in 1994. The components of revenues are sales and contract revenues. Sales increased by 21% to $2,542,000 for the three months ended December 31, 1995 as compared to $2,102,000 for the same period in the prior year, due to increased revenues from ONCASPAR (registered trademark), which is marketed in the U.S. by Rhone-Poulenc Rorer Pharmaceuticals, Inc. ("RPR"). ADAGEN (registered trademark) sales for the three months ended December 31, 1995 and 1994 were $2,039,000 and $2,094,000, respectively. Contract revenue for the three months ended December 31, 1995 increased to $788,000, as compared to $100,000 for the same period in 1994. The increase was principally due to a payment received in connection with the signing of a worldwide non-exclusive licensing agreement with RPR for the Company's Single-Chain Antigen-Binding ("SCA" (registered trademark)) protein technology during the three months ended December 31, 1995. During the three months ended December 31, 1995 and 1994, the Company had export sales of $491,000 and $549,000, respectively. Sales in Europe were $429,000 and $466,000 for the three months ended December 31, 1995 and 1994, respectively.

COST OF SALES. Cost of sales, as a percentage of sales, increased to 42% for

the three months ended December 31, 1995 as compared to 21% for the same period in 1994. The increase was due primarily to a payment in lieu of satisfying the minimum purchase requirements under the Company's long-term supply agreement for a raw material used in the production of ONCASPAR and the write-off of excess inventories of this raw material, as well as an increase in the charge recorded for the three months ended December 31, 1995 for idle capacity at the Company's manufacturing facility. While it is possible that the Company may incur similar losses on its remaining purchase commitments under the Company's long-term supply agreement, the Company does not consider such losses probable, nor is the amount of any loss which may be incurred in the future presently estimatable due to a number of factors, including but not limited to potential increased demand for ONCASPAR by RPR, expansion into additional markets outside the U.S. and the possibility that the Company could renegotiate the level of required purchases. If the Company does not achieve increases in sales of ONCASPAR beyond present levels or cannot renegotiate its commitment, a loss would be incurred on the remaining purchase commitment. During the quarter ended December 31, 1995, the Company utilized approximately 21% of its manufacturing capacity for the production of its approved products.

RESEARCH AND DEVELOPMENT. Research and development expenses for the three months ended December 31, 1995 decreased by 30% to $2,391,000 from $3,402,000 for the same period in 1994. This decrease was primarily due to (i) reductions in personnel, principally in the clinical and research administration areas, and related costs, such as payroll taxes and benefits, (ii) decreased research facilities and occupancy costs, and (iii) other cost containment measures taken by the Company.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Selling, general and administrative expenses for the three months ended December 31, 1995 decreased by 25% to $1,404,000 from $1,872,000 for the same period in 1994. The decrease was due to (i) reductions in personnel and related costs, such as payroll taxes and benefits, (ii) a reduction in facility and occupancy costs, and (iii) other cost containment measures taken by the Company.

OTHER INCOME/EXPENSE. Other income/expense increased by $1,314,000 to $1,396,000 for the three months ended December 31, 1995 as compared to $81,000 for the same period last year. The increase was due principally to the recognition as other income of approximately $1,313,000 representing the unused portion of an advance received under a development and license agreement with Sanofi Winthrop, Inc. ("Sanofi"). During October 1995, the Company learned that Sanofi intended to cease development of PEG-SOD (Dismutec (trademark)) due to the product's failure to show a statistically significant difference between the treatment group and the control group in a pivotal Phase III trial. Due, in part, to this product failure, the Company believes it has no further obligations under its agreement with Sanofi with respect to the $1,313,000 advance and therefore, the Company has recognized as other income the amount due Sanofi previously recorded as a current liability.

SIX MONTHS ENDED DECEMBER 31, 1995 VS. SIX MONTHS ENDED DECEMBER 31, 1994

REVENUES. Revenues for the six months ended December 31, 1995 increased by 3% to $6,256,000 as compared to $6,059,000 for the same period in 1994. The components of revenues are sales and contract revenues. Sales increased by 29% to $5,351,000 for the six months ended December 31, 1995 as compared to $4,159,000 for the same period in the prior year, due to increased ONCASPAR revenues from RPR and an increase in ADAGEN sales resulting from an increase in patients receiving ADAGEN. ADAGEN sales for the six months ended December 31, 1995 and 1994 were $4,214,000 and $4,009,000, respectively. Contract revenue for the six months ended December 31, 1995 decreased by 52% to $905,000, as compared to $1,900,000 for the same period in 1994. The decrease was principally due to a payment of $1,800,000 recorded during the six months ended December 31, 1994 from Bristol-Myers Squibb related to the exercise of its option under an agreement dated September 1993, to acquire a worldwide non-exclusive license for all therapeutic indications for the Company's SCA protein technology. This decrease was offset in part by a worldwide non-exclusive license for the Company's SCA protein technology signed with RPR in 1995. During the six months ended December 31, 1995 and 1994, the Company had export sales of $1,131,000 and $999,000, respectively. Sales in Europe were $983,000 and $871,000 for the six months ended December 31, 1995 and 1994, respectively.

COST OF SALES. Cost of sales, as a percentage of sales, increased to 38% for the six months ended December 31, 1995 as compared to 33% for the same period in 1994. The increase was due primarily to a payment in lieu of satisfying the minimum purchase requirements under the Company's long-term supply agreement for a raw material used in the production of ONCASPAR and the write-off of

excess inventories of this raw material, as well as an increase in the charge recorded for the six months ended December 31, 1995 for idle capacity at the Company's manufacturing facility. This increase was offset in part by a decrease in cost of sales as a percentage of sales for the Company's product ADAGEN. ADAGEN's margins improved during the six months ended December 31, 1995, due to the elimination of inefficiencies experienced in the filling process during the previous year. While it is possible that the Company may incur similar losses on its remaining purchase commitments under the Company's long-term supply agreement, the Company does not consider such losses probable, nor is the amount of any loss which may be incurred in the future presently estimatable due to a number of factors, including but not limited to potential increased demand for ONCASPAR by RPR, expansion into additional markets outside the U.S. and the possibility that the Company could renegotiate the level of required purchases. If the Company does not achieve increases in sales of ONCASPAR beyond present levels or cannot renegotiate its commitment, a loss would be incurred on the remaining purchase commitment.

RESEARCH AND DEVELOPMENT. Research and development expenses for the six months ended December 31, 1995 decreased by 25% to $5,081,000 from $6,758,000 for the same period in 1994. This decrease was primarily due to (i) reductions in personnel, principally in the clinical and research administration areas, and related costs, such as payroll taxes and benefits, (ii) decreased research facilities and occupancy costs, and (iii) other cost containment measures taken by the Company.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Selling, general and administrative expenses for the six months ended December 31, 1995 decreased by 30% to $2,676,000 from $3,820,000 for the same period in 1994. The decrease was due to (i) reductions in personnel and related costs, such as payroll taxes and benefits, (ii) a reduction in facility and occupancy costs, and (iii) other cost containment measures taken by the Company.

OTHER INCOME/EXPENSE. Other income/expense increased by $724,000 to $1,494,000 for the six months ended December 31, 1995 as compared to $771,000 for the same period last year. The increase was due principally to the recognition as other income of approximately $1,313,000 representing the unused portion of an advance received under a development and license agreement with Sanofi. During October 1995, the Company learned that Sanofi intended to cease development of PEG-SOD (Dismutec) due to the product's failure to show a statistically significant difference between the treatment group and the control group in a pivotal Phase III trial. Due, in part, to this product failure, the Company believes it has no further obligations under its agreement with Sanofi with respect to the $1,313,000 advance and therefore, the Company has recognized as other income the amount due Sanofi previously recorded as a current liability. Other income/expense in the prior year principally consisted of a one-time insurance payment recorded in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

Enzon had $5,309,000 in cash and cash equivalents as of December 31, 1995. The Company invests its excess cash in a portfolio of high-grade marketable securities and United States government-backed securities.

The Company's cash reserves, as of December 31, 1995, decreased by $2,794,000 from June 30, 1995. The decrease in cash reserves was caused by the funding of operations.

The Company's exclusive U.S. marketing rights license with RPR for ONCASPAR provides for a payment of $3,500,000 in advance royalties which was received in January 1995. Royalties due under the revised agreement will be offset against a credit of $5,970,000, which represents the royalty advance plus reimbursement of certain amounts due RPR under the previous agreement and interest expense, before cash payments will be made under the agreement. The royalty advance is shown as a long term liability with the corresponding current portion included in accrued expenses on the consolidated condensed balance sheets and will be reduced as royalties are recognized under the agreement.

As of December 31, 1995, 940,808 shares of Series A Cumulative Convertible Preferred Stock ("Series A Preferred Stock") had been converted into 3,093,411 shares of Common Stock. Accrued dividends on the converted Series A Preferred Stock in the aggregate of $1,792,000 were settled by the issuance of 232,383 shares of Common Stock. The Company does not presently intend to pay cash dividends on the Series A Preferred Stock. As of December 31, 1995, there were $1,258,000 of accrued and unpaid dividends on the Series A

Preferred Stock. These dividends are payable in cash or Common Stock at the Company's option and accrue on the outstanding Series A Preferred Stock at the rate of $218,000 per year.

To date, the Company's sources of cash have been the proceeds from the sale of its stock through public and private placements, sales of ADAGEN, sales of ONCASPAR, sales of its products for research purposes, contract research and development fees, technology transfer and license fees and royalty advances. The Company's current sources of liquidity are its cash, cash equivalents and interest earned on such cash reserves, sales of ADAGEN, sales of ONCASPAR, the proceeds of the Company's private placement of Common Stock and Series B Convertible Preferred Stock described below, sales of its products for research purposes and license fees. Management believes that its current sources of liquidity will be sufficient to meet its anticipated cash requirements, based on current spending levels, for approximately the next two years.

On January 31, 1996, the Company completed a private placement of Common Stock and Series B Convertible Preferred Stock ("Convertible Preferred Stock"), resulting in gross proceeds of $7,000,000, with an institutional investor pursuant to Regulation D of the Securities Act of 1933, as amended. The Company issued 1,094,890 shares of Common Stock for $3,000,000, and 40,000 shares of Convertible Preferred Stock for $4,000,000. The Company also issued five-year warrants to purchase 638,686 shares of Common Stock at $4.11 per share. The Convertible Preferred Stock is convertible commencing 70 days after issuance. The conversion price for the Convertible Preferred Stock is 80% of the market price for the five consecutive trading days ending one trading day prior to the date of the conversion notice and the stated value is $100 per share. The Convertible Preferred Stock will not pay a dividend.

Upon exhaustion of the Company's current cash reserves, the Company's continued operations will depend on its ability to realize significant revenues from the commercial sale of its products, raise additional funds through equity or debt financing, or obtain significant licensing, technology transfer or contract research and development fees. There can be no assurance that these sales, financings or revenue generating activities will be successful.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENZON, INC.
(Registrant)

Date: May 6, 1996

By:/s/KENNETH J. ZUERBLIS
Kenneth J. Zuerblis
Vice President, Finance and
Chief Financial Officer