

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 14D-9
(AMENDMENT NO. 5)
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. 5 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 issued and outstanding common stock, par value \$0.01 per share, of eXegenics, and issued and outstanding 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 August 1, 2003, eXegenics issued a press release announcing that on July 31, 2003, eXegenics received an amendment to the Purchaser's unsolicited tender offer extending the expiration date of the unsolicited tender offer until 12:00 Midnight, New York City time, on Friday, August 15, 2003. The press release also announced that the Purchaser's offering price to purchase all of the Shares was increased from \$0.37 per Share to \$0.51 per Share, net to the seller in cash. A copy of the press release is filed herewith as Exhibit 13 and incorporated herein by reference.

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Exhibit 13

Press Release

Contact: WaLisa M. Davenport
eXegenics Inc.
(214) 358-2000

E. Blair Clark (Investors)
Burns McClellan
(212) 213-0006

**EXEGENICS RECEIVES NOTICE OF FOUNDATION'S EXTENSION OF
UNSOLICITED TENDER OFFER EXPIRATION DATE AND INCREASE IN PURCHASE PRICE**

Dallas, August 1, 2003—eXegenics Inc. (Nasdaq: EXEG) yesterday received an amendment to the unsolicited tender offer from EI Acquisition Inc. and Foundation Growth Investments LLC to acquire all of the outstanding common stock and Series A convertible preferred stock of eXegenics. The amendment extends the expiration date of the unsolicited tender offer until 12:00 Midnight, New York City time, on Friday, August 15, 2003, and increases the price to purchase all outstanding shares of eXegenics common stock and Series A convertible preferred stock from \$0.37 per share to \$0.51 per share. eXegenics' management, Board of Directors and professional advisors will evaluate the amended offer, and the Board will advise eXegenics' stockholders of its response to the amended offer. In the interim, eXegenics respectfully requests that its stockholders defer making any determination with respect to the amended offer until they have been advised of eXegenics' position with respect to the amended offer.

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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.

QuickLinks

[Exhibit 13](#)

[EXEGENICS RECEIVES NOTICE OF FOUNDATION'S EXTENSION OF UNSOLICITED TENDER OFFER EXPIRATION DATE AND INCREASE IN PURCHASE PRICE](#)