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

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**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**ELI LILLY AND COMPANY**

(Exact name of registrant as specified in its charter)

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**INDIANA**  
(State or other jurisdiction of  
incorporation or organization)

**LILLY CORPORATE CENTER**  
**INDIANAPOLIS, INDIANA 46285**  
(Address of Principal Executive Offices)  
(Zip Code)

**35-0470950**  
(I.R.S. Employer  
Identification No.)

**The Lilly Employee 401(k) Plan**  
**The Savings Plan for Lilly Affiliate Employees in Puerto Rico**  
**The Lilly Excess Savings Plan**  
**The Excess Savings Plan (GAP Savings) for Eli Lilly Affiliate Employees in Puerto Rico**

**Robert A. Armitage, Senior Vice President and General Counsel**  
**Eli Lilly and Company**  
**Lilly Corporate Center**  
**Indianapolis, Indiana 46285**  
(Name and address of agent for service)

**Telephone number, including area code, of agent for service: 317-276-2000**

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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DEREGISTRATION OF CERTAIN SPECIFIED SECURITIES

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-172422) filed by Eli Lilly and Company (the "Registrant") with the U.S. Securities and Exchange Commission on February 24, 2011 (the "Registration Statement") to register a total of 9,150,000 shares of the Registrant's Common Stock for issuance under the four employee compensation plans and an indeterminate amount of Plan interests in each such Plan:

- The Lilly Employee 401(k) Plan (the "U.S. Plan")
- The Savings Plan for Lilly Affiliate Employees in Puerto Rico (the "P.R. Plan")
- The Lilly Excess Savings Plan (the "U.S. Excess Plan")
- The Excess Savings Plan (GAP Savings) for Eli Lilly Affiliate Employees in Puerto Rico (the "P.R. Excess Plan")

The Registrant has confirmed that the offer and sale of the Registrant's Common Stock is not now authorized under either the U.S. Excess Plan or the P.R. Excess Plan. In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to deregister any shares of the Registrant's Common Stock issuable under, and the indeterminate amount of Plan interests in, the U.S. Excess Plan and the P.R. Excess Plan under the Registration Statement and remaining unsold. The Registration Statement remains in effect for the 9,000,000 shares of Registrant's Common Stock issuable under, and the indeterminate amount of Plan interests in, the U.S. Plan and the P.R. Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. EXHIBITS

Exhibit Number	Description
23	Consent of Ernst & Young LLP, Independent Auditors
24	Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on April 30, 2012.

ELI LILLY AND COMPANY

By /s/ John C. Lechleiter

John C. Lechleiter, Chairman of the Board,  
President, and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on April 30, 2012, by the following persons in the capacities indicated.

Signature	Title
<u>/s/ John C. Lechleiter</u> John C. Lechleiter, Ph.D.	Chairman of the Board, President, Chief Executive Officer, and a Director (principal executive officer)
<u>/s/ Derica W. Rice</u> Derica W. Rice	Executive Vice President, Global Services, and Chief Financial Officer (principal financial officer)
<u>/s/ Arnold C. Hanish</u> Arnold C. Hanish	Vice President, Finance, and Chief Accounting Officer (principal accounting officer)
<u>/s/ Ralph Alvarez</u> Ralph Alvarez	Director
<u>/s/ Katherine Baicker</u> Katherine Baicker, Ph.D.	Director
<u>/s/ Sir Winfried Bischoff</u> Sir Winfried Bischoff	Director
<u>/s/ Michael L. Eskew</u> Michael L. Eskew	Director
<u>/s/ J. Erik Fyrwald</u> J. Erik Fyrwald	Director
<u>/s/ Alfred G. Gilman</u> Alfred G. Gilman, M.D., Ph.D.	Director
<u>/s/ R. David Hoover</u> R. David Hoover	Director

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/s/ Karen N. Horn Karen N. Horn, Ph.D.	Director
/s/ Ellen R. Marram Ellen R. Marram	Director
/s/ Douglas R. Oberhelman Douglas R. Oberhelman	Director
/s/ Franklyn G. Prendergast Franklyn G. Prendergast, M.D., Ph.D.	Director
/s/ Kathi P. Seifert Kathi P. Seifert	Director

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana on April 30, 2012.

The Lilly Employee 401(k) Plan

By /s/ Stacey M. Roberson

Stacey M. Roberson

Secretary, Employee Benefits Committee

Plan Administrator

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana on April 30, 2012.

The Savings Plan for Lilly Affiliate Employees in  
Puerto Rico

By /s/ Stacey M. Roberson  
Stacey M. Roberson  
Secretary, Employee Benefits Committee  
Plan Administrator

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana on April 30, 2012.

The Lilly Excess Savings Plan

By /s/ Stacey M. Roberson

Stacey M. Roberson

Secretary, Employee Benefits Committee

Plan Administrator



Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana on April 30, 2012.

The Excess Savings Plan (GAP Savings)  
for Eli Lilly Affiliate Employees in Puerto Rico

By /s/ Stacey M. Roberson  
Stacey M. Roberson  
Secretary, Employee Benefits Committee  
Plan Administrator

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INDEX TO EXHIBITS

The following documents are filed as part of this Registration Statement:

**Exhibit**

- 23 Consent of Ernst & Young LLP, Independent Auditors
- 24 Power of Attorney

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 333-172422) pertaining to The Lilly Employee 401(k) Plan, The Savings Plan for Lilly Affiliate Employees in Puerto Rico, The Lilly Excess Savings Plan, and The Excess Savings Plan (GAP Savings) for Eli Lilly Affiliate Employees in Puerto Rico of our report dated February 24, 2012, with respect to the consolidated financial statements of Eli Lilly and Company and subsidiaries and the effectiveness of internal control over financial reporting of Eli Lilly and Company and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Indianapolis, Indiana  
April 30, 2012

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned, being a director or officer, or both, of Eli Lilly and Company, an Indiana corporation (the "Company"), hereby constitutes and appoints John C. Lechleiter, Robert A. Armitage, and James B. Lootens and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to execute any and all amendments to the Registration Statement on Form S-8, filed by the Company on February 24, 2011, to be filed with the U.S. Securities and Exchange Commission by the Company under the Securities Act of 1933, as amended, with all exhibits thereto, and other documents in connection therewith, granting unto said attorneys-in-fact and agents, and each one of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any one of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney on and as of the 30th day of April, 2012.

Signature	Title
<u>/s/ John C. Lechleiter</u> John C. Lechleiter, Ph.D.	Chairman of the Board, President, Chief Executive Officer, and a Director (principal executive officer)
<u>/s/ Derica W. Rice</u> Derica W. Rice	Executive Vice President, Global Services, and Chief Financial Officer (principal financial officer)
<u>/s/ Arnold C. Hanish</u> Arnold C. Hanish	Vice President, Finance, and Chief Accounting Officer (principal accounting officer)
<u>/s/ Ralph Alvarez</u> Ralph Alvarez	Director
<u>/s/ Katherine Baicker</u> Katherine Baicker, Ph.D.	Director
<u>/s/ Sir Winfried Bischoff</u> Sir Winfried Bischoff	Director

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<u>/s/ Michael L. Eskew</u> Michael L. Eskew	Director
<u>/s/ J. Erik Fyrwald</u> J. Erik Fyrwald	Director
<u>/s/ Alfred G. Gilman</u> Alfred G. Gilman, M.D., Ph.D.	Director
<u>/s/ R. David Hoover</u> R. David Hoover	Director
<u>/s/ Karen N. Horn</u> Karen N. Horn, Ph.D.	Director
<u>/s/ Ellen R. Marram</u> Ellen R. Marram	Director
<u>/s/ Douglas R. Oberhelman</u> Douglas R. Oberhelman	Director
<u>/s/ Franklyn G. Prendergast</u> Franklyn G. Prendergast, M.D., Ph.D.	Director
<u>/s/ Kathi P. Seifert</u> Kathi P. Seifert	Director