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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 23, 2021

ELI LILLY AND COMPANY

(Exact Name of Registrant as Specified in its Charter)

Indiana
(State or Other Jurisdiction
of Incorporation)

001-06351
(Commission
File Number)

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

Lilly Corporate Center
Indianapolis, Indiana
(Address of Principal Executive Offices)

46285
(Zip Code)

Registrant's Telephone Number, Including Area Code: (317) 276-2000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (no par value)	LLY	New York Stock Exchange
1.000% Notes due 2022	LLY22	New York Stock Exchange
7 1/8% Notes due 2025	LLY25	New York Stock Exchange
1.625% Notes due 2026	LLY26	New York Stock Exchange
2.125% Notes due 2030	LLY30	New York Stock Exchange
0.625% Notes due 2031	LLY31	New York Stock Exchange
6.77% Notes due 2036	LLY36	New York Stock Exchange
1.700% Notes due 2049	LLY49A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 23, 2021, Eli Lilly and Company (the “Company”) entered into a multi-year research collaboration and licensing agreement with Lycia Therapeutics, Inc. (“Lycia”). In connection with the Company’s entry into the collaboration and licensing agreement, Carolyn R. Bertozzi, academic founder of Lycia, resigned from the Company’s Board of Directors, effective August 23, 2021. Dr. Bertozzi’s decision to resign as a director did not arise from any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

On August 25, 2021, the Company issued a press release announcing Dr. Bertozzi’s resignation from the Company’s Board of Directors. A copy of the release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Eli Lilly and Company, dated August 25, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

ELI LILLY AND COMPANY

(Registrant)

By: /s/ Anat Hakim

Name: Anat Hakim

Title: Senior Vice President, General Counsel and
Secretary

Date: August 25, 2021



Eli Lilly and Company

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www.lilly.com

August 25, 2021

For Release: Immediately
Refer to: Molly McCully; mccully_molly@lilly.com; (317) 478-5423 (Media)
Kevin Hern; hern_kevin_r@lilly.com; (317) 277-1838 (Investors)

Lilly Announces that Professor Carolyn Bertozzi has Resigned from its Board of Directors

INDIANAPOLIS, IN August 25, 2021 — The board of directors of Eli Lilly and Company (NYSE: LLY) announced today that Carolyn R. Bertozzi, Ph.D., has resigned from her role as an independent director of Lilly’s board. Her resignation is in connection with Lilly’s entry into a collaboration and licensing agreement with Lycia Therapeutics, Inc., of which Professor Bertozzi is an academic founder.

Professor Bertozzi has served on Lilly’s board since 2017, including as a member of the board’s Science and Technology Committee and its Ethics and Compliance Committee. She is the Anne T. and Robert M. Bass Professor of Chemistry and Professor of Chemical Systems Biology at Stanford University and an Investigator of the Howard Hughes Medical Institute. Professor Bertozzi is an elected member of the National Academy of Medicine, National Academy of Sciences, and American Academy of Arts and Sciences. She has been recognized with many honors and awards for her research accomplishments.

“On behalf of the company and the entire board, I would like to thank Carolyn for her service on the Lilly board over the last several years. Her scientific expertise and understanding of the biopharmaceutical industry have contributed greatly to Lilly’s efforts to advance our innovative pipeline and bring medicines to millions of patients with significant diseases,” said David A. Ricks, Lilly’s chairman and chief executive officer. “We will miss her insightful perspective on technical and ethical matters and look forward to seeing what additional scientific discoveries she will no doubt lead.”

About Eli Lilly and Company

Lilly is a global health care leader that unites caring with discovery to create medicines that make life better for people around the world. We were founded more than a century ago by a man committed to creating high-quality medicines that meet real needs, and today we remain true to that mission in all our work. Across the globe, Lilly employees work to discover and bring life-changing medicines to those who need them, improve the understanding and management of disease, and give back to communities through philanthropy and volunteerism. To learn more about Lilly, please visit us at www.lilly.com. C-LLY

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