

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): **February 7, 2017**

ELI LILLY AND COMPANY
(Exact name of registrant as specified in its charter)

Indiana
(State or Other Jurisdiction
of Incorporation)

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

001-06351
(Commission
File Number)

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

46285
(Zip Code)

Registrant's telephone number, including area code: (317) 276-2000

No Change

(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:

- 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))

Item 5.02 Election of Director

On February 7, 2017, the Board of Directors of Eli Lilly and Company elected Carolyn R. Bertozzi as a new member, effective February 10, 2017. Dr. Bertozzi, age 50, is currently a professor of Chemistry, Chemical and Systems Biology, and Radiology at Stanford University, and an Investigator at the Howard Hughes Medical Institute. From 1996 to 2015, she was a professor of Chemistry and Molecular Biology at the University of California, Berkeley. She holds a bachelors degree in chemistry from Harvard University and a Ph.D. in chemistry from the University of California, Berkeley.

Dr. Bertozzi will serve on the Public Policy and Compliance Committee and the Science and Technology Committee. She will serve under interim election and will stand for election by the Lilly shareholders at the company's annual meeting in May of 2019.

There is no arrangement between Dr. Bertozzi and any person pursuant to which she was selected as a director. Dr. Bertozzi is not a party to any transaction subject to Section 404(a) of Regulation S-K involving the Company or any of its subsidiaries.

Dr. Bertozzi will participate in the director's compensation program as described in the company's 2016 Proxy Statement which was filed with the Securities and Exchange Commission on March 21, 2016.

Today, the company issued a press release announcing Dr. Bertozzi's appointment. A copy of the release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of Eli Lilly and Company dated February 9, 2017

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/ Bronwen L. Mantlo
Name: Bronwen L. Mantlo
Title: Secretary and Deputy
General Counsel

Dated: February 9, 2017



February 9, 2017

Eli Lilly and Company

Lilly Corporate Center
Indianapolis, Indiana 46285
U.S.A.
+1.317.276.2000
www.lilly.com

For Release: Immediately

Refer to: Edward Sagebiel; egs@lilly.com; 317-985-6303

Carolyn R. Bertozzi, Ph.D., Elected to Lilly Board of Directors

INDIANAPOLIS, Feb. 9, 2017 - The board of directors of Eli Lilly and Company (NYSE: LLY) has elected Carolyn R. Bertozzi, Ph.D., as a new member, effective Feb. 10, 2017. As a member of Lilly's board, she will serve on the Science and Technology and Public Policy and Compliance Committees of the board.

Professor Bertozzi is the Anne T. and Robert M. Bass Professor of Chemistry and Professor of Chemical & Systems Biology and Radiology at Stanford University, and an Investigator of the Howard Hughes Medical Institute. She completed her undergraduate degree in chemistry from Harvard University in 1988 and her doctorate in chemistry from UC Berkeley in 1993. After completing postdoctoral work at UCSF in the field of cellular immunology, she joined the UC Berkeley faculty in 1996. In June 2015, she joined the faculty at Stanford University coincident with the launch of Stanford's ChEM-H institute.

"We are very pleased to welcome Carolyn Bertozzi to the Lilly board," said John C. Lechleiter, Ph.D., chairman of the board of directors. "Professor Bertozzi, with her broad scientific expertise and solid record of accomplishment, along with her understanding of the biopharmaceutical industry, will contribute greatly to our board and our company as we seek to advance Lilly's pipeline of potential new medicines to benefit patients and our other key stakeholders."

Professor Bertozzi's research interests span the disciplines of chemistry and biology with an emphasis on studies of cell surface glycosylation pertinent to disease states. Her lab focuses on profiling changes in cell surface glycosylation associated with cancer, inflammation and bacterial infection, and exploiting this information for development of diagnostic and therapeutic approaches, most recently in the area of immuno-oncology. She has been recognized with many honors and awards for her research accomplishments. She is an elected member of the Institute of Medicine, National Academy of Sciences, and American Academy of Arts

and Sciences. She has been awarded the Lemelson-MIT Prize, the Heinrich Wieland Prize, and a MacArthur Foundation Fellowship, among many others.

About Eli Lilly and Company

Lilly is a global healthcare leader that unites caring with discovery to 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 and <http://newsroom.lilly.com/social-channels>. C-LLY

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