

**Eli Lilly and Company**

Pricing Term Sheet  
 1.250% Notes due 2018  
 2.750% Notes due 2025  
 3.700% Notes due 2045

Issuer:	Eli Lilly and Company		
Principal Amount:	\$600,000,000	\$800,000,000	\$800,000,000
Maturity Date:	March 1, 2018	June 1, 2025	March 1, 2045
Coupon:	1.250% per year	2.750% per year	3.700% per year
Public Offering Price:	99.912% of principal amount	99.807% of principal amount	99.515% of principal amount
Yield to Maturity:	1.280%	2.772%	3.727%
Benchmark Treasury:	1.000% due February 15, 2018	2.000% due February 15, 2025	3.000% due November 15, 2044
Spread to Benchmark Treasury:	T+32 bps	T+80 bps	T+115 bps
Benchmark Treasury Price / Yield:	100-03 3/4 / 0.960%	100-08 / 1.972%	108-24 / 2.577%
Interest Payment Dates:	March 1 and September 1, commencing September 1, 2015	June 1 and December 1, commencing June 1, 2015 (short first coupon)	March 1 and September 1, commencing September 1, 2015
Redemption Provisions:			
Make-whole call:	Make whole plus 5 bps	Prior to March 1, 2025, make whole plus 15 bps (calculated to the par call date)	Prior to September 1, 2044, make whole plus 20 bps (calculated to the par call date)
Par call:	Not applicable	On or after March 1, 2025, at 100%	On or after September 1, 2044, at 100%
CUSIP / ISIN:	532457 BK3 / US532457BK39	532457 BH0 / US532457BH00	532457 BJ6 / US532457BJ65
Trade Date:	February 24, 2015		
Settlement Date:	March 5, 2015 (T+7)		
Denominations:	\$2,000 x \$1,000		
Joint Book-Running Managers:	Deutsche Bank Securities Inc., Goldman, Sachs & Co., Morgan Stanley & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated		

Co-Managers: Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, UBS Securities LLC and  
Drexel Hamilton, LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Deutsche Bank Securities Inc. toll-free at (800) 503-4611, Goldman, Sachs & Co. toll-free at (866) 471-2526, Morgan Stanley & Co. LLC toll-free at (866) 718-1649 and Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at (800) 294-1322.**