

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LILLY ELI &amp; CO</u> _____ (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u> _____ (Street) <u>INDIANAPOLIS IN 46285</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CoLucid Pharmaceuticals, Inc. [ CLCD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 <sup>(1)</sup>	03/01/2017		j <sup>(1)</sup>		19,285,108 <sup>(1)</sup>	A	\$46.5	100	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
LILLY ELI & CO  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
LILLY CORPORATE CENTER  
 \_\_\_\_\_  
 (Street)  
INDIANAPOLIS IN 46285  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ProCar Acquisition Corp  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
LILLY CORPORATE CENTER  
 \_\_\_\_\_  
 (Street)  
INDIANAPOLIS IN 46285  
 \_\_\_\_\_  
 (City) (State) (Zip)

**Explanation of Responses:**

1. On March 1, 2017, Eli Lilly and Company ("Parent") and ProCar Acquisition Corporation ("Merger Sub") completed the transactions contemplated by the Agreement and Plan of Merger, dated as of January 17, 2017, by and among CoLucid Pharmaceuticals, Inc. (the "Issuer"), Parent and Merger Sub (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly-owned subsidiary of Parent (the "Surviving Corporation"). At the effective time of the Merger, the outstanding shares of common stock of Merger Sub were converted into and became shares of the Surviving Corporation.

**Remarks:**

/s/ Derica W. Rice, Executive Vice President and CFO, Eli Lilly and Company      03/01/2017

/s/ Darren J. Carroll, President, 03/01/2017  
ProCar Acquisition  
Corporation

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**