

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ELI LILLY AND COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 4, 2020.**

ELI LILLY AND COMPANY



ELI LILLY AND COMPANY
LILLY CORPORATE CENTER, DC 1094
ATTN: CORPORATE SECRETARY OFFICE
INDIANAPOLIS, IN 46285

Meeting Information

Meeting Type: Annual
For holders as of: March 9, 2020
Date: May 4, 2020 **Time:** 11:00 a.m. EDT
Location: Lilly Corporate Center
Indianapolis, IN 46285

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you online. You may view the proxy materials online at proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

ANNUAL REPORT PROXY STATEMENT

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: proxyvote.com
- 2) BY PHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 20, 2020 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

Vote Online: To vote online, go to proxyvote.com. Use the information printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and follow the instructions.

Vote By Telephone: You can vote by telephone by requesting a paper copy of the materials, which will include a proxy card and instructions on how to vote by telephone.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Shareholder Meeting Registration: To vote and/or attend the meeting, go to the "Register for Meeting" link at proxyvote.com.

Voting Items

**The board of directors recommends you vote FOR
Items 1-5:**

1. Election of directors, each for a three-year term.
 - 1a. M. L. Eskew
 - 1b. W. G. Kaelin, Jr.
 - 1c. D. A. Ricks
 - 1d. M. S. Runge
 - 1e. K. Walker
2. Approval, by non-binding vote, of the compensation paid to the company's named executive officers.
3. Ratification of Ernst & Young LLP as the independent auditor for 2020.
4. Approve amendments to the Articles of Incorporation to eliminate the classified board structure.
5. Approve amendments to the Articles of Incorporation to eliminate supermajority voting provisions.

**The board of directors recommends you vote
AGAINST shareholder proposals 6-12:**

6. Shareholder proposal to disclose direct and indirect lobbying activities and expenditures.
7. Shareholder proposal to publish a report on the effectiveness of the forced swim test.
8. Shareholder proposal to amend the bylaws to require an independent board chair.
9. Shareholder proposal on board diversity requesting disclosures of specific minimum qualifications and board nominee skills, experience, and ideological perspective.
10. Shareholder proposal to publish feasibility report on incorporating public concern over drug prices into senior executive compensation arrangements.
11. Shareholder proposal to implement a bonus deferral policy.
12. Shareholder proposal to disclose clawbacks on executive incentive compensation due to misconduct.

