

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Tyto Acquisition Corp</u> _____ (Last) (First) (Middle) LILLY CORPORATE CENTER _____ (Street) INDIANAPOLIS IN 46285 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/14/2020	3. Issuer Name and Ticker or Trading Symbol <u>Prevail Therapeutics Inc. [PRVL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001 per share	0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Tyto Acquisition Corp

 (Last) (First) (Middle)
 LILLY CORPORATE CENTER

 (Street)
 INDIANAPOLIS IN 46285

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ELI LILLY & Co

 (Last) (First) (Middle)
 LILLY CORPORATE CENTER

 (Street)
 INDIANAPOLIS IN 46285

 (City) (State) (Zip)

Explanation of Responses:

1. Eli Lilly and Company ("Lilly") and its wholly owned subsidiary, Tyto Acquisition Corporation ("Purchaser"), entered into an Agreement and Plan of Merger, dated as of December 14, 2020 (the "Merger Agreement"), with Prevail Therapeutics Inc. (the "Issuer"), pursuant to which Purchaser will commence a cash tender offer (as may be amended from time to time in accordance with the terms of the Merger Agreement, the "Offer") to purchase all the outstanding shares of common stock, par value \$0.0001 per share, of the Issuer (the "Issuer Common Stock"), at a price per share of Issuer Common Stock of (a) \$22.50 per Share, net to the seller in cash, without interest and less any applicable tax withholding, plus (b) one non-tradable contingent value right (a "CVR"),

Exhibit 99.1 - Joint Filer Information

Designated Filer: Eli Lilly and Company
Issuer & Ticker Symbol: Prevail Therapeutics Inc. (PRVL)
Date of Event Requiring Statement: December 14, 2020

Joint Filers:

1. Name: Eli Lilly and Company
Address: Lilly Corporate Center
Indianapolis, Indiana 46285

2. Name: Tyto Acquisition Corporation
Address: Lilly Corporate Center
Indianapolis, Indiana 46285

Exhibit 99.2 - Joint Filers' Signatures

Designated Filer: Eli Lilly and Company
Issuer & Ticker Symbol: Prevail Therapeutics Inc. (PRVL)
Date of Event Requiring Statement: December 14, 2020

ELI LILLY AND COMPANY

By:

/s/ Joshua L. Smiley

Name: Joshua L. Smiley

Title: Senior Vice President and Chief Financial Officer

Date: December 16, 2020

TYTO ACQUISITION CORPORATION

By:

/s/ Kenneth L. Custer

Name: Kenneth L. Custer

Title: President

Date: December 16, 2020