SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

3235-0104 OMB Number: Estimated average burden hours per response: 0.5

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

Beneficially Owned (Instr. 4) Form: Direct (D) (Instr. 5) (Instr. 5) Common stock ⁽¹⁾⁽²⁾ 54,683 D ⁽¹⁾⁽²⁾ 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 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 6. Nature of Indirect Conversion (Nonth/Day/Year) 6. Nature of Indirect Security (Instr. 4) 6. Nature of Indirect Conversion Expiration Date 5. Security (Instr. 5) 6. Nature of Indirect Beneficial Ownership Or Indirect (Instr. 5) 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 6. Nature of Indirect Conversion Price of Derivative Security 6. Nature of Indirect Beneficial Ownership Direct (D) or Indirect (Instr. 5) 1. Name and Address of Reporting Person* LILLY ELI & CO (Last) (First) (Middle) LILLY CORPORATE CENTER Indirect Security (Street) Nindle 1. Name and Address IN 46285 (City) (State) (Zip) 46285	LILLY ELI & CO (Month/Da		2. Date of Event Requiring Statement (Month/Day/Year) 01/17/2017		3. Issuer Name and Ticker or Trading Symbol <u>CoLucid Pharmaceuticals, Inc.</u> [CLCD]							
(Streed) INDLANAPOLIS IN INDLANAPOLIS IN (O(ty) (State) (Z(p)) Acc285 (Z(p)) Perform (Ed. V) One Reporting Person Form flied by More than One Reporting Person Table 1 - Non-Derivative Securities Beneficial Vowned (e.g., puts, calls, warrants, options, convertible securities) Anount of Securities (Streed) (Inst. 5) Anount of Securities (Ed. Convertible Securities) Anount of Securities (Streed) (Inst. 5) Inst. 6 of Indirect (D) (Inst. 5) Indirect (D) (Inst. 5) Inst. 6 of Indirect (D) (Inst. 5) Indirect						(Check all applicable) Director X	10% Owner Other (specify		(Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One			
Table 1 - Non-Derivative Securities Beneficially Owned 1. Title of Security (Instr. 4) 2. Amount of Securities Beneficially Owned (Inst. 4) 3. Ownership from Since (D) (Instr. 5) 4. Nature of Indirect Beneficial Ownership (Instr. 5) Common stock ⁽¹⁾⁽²⁾ 54,683 D ^{(1),2} 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/DayyYear) 3. Title and Anount of Security (Instr. 5) 5. Ownership of shares 5. Ownership of shares 1. Title of Derivative Security (Instr. 4) Expiration Date (Month/DayyYear) 3. Title and Anount of Security (Instr. 5) 5. Ownership of shares 6. Nature of Indirect Ownership (Instr. 5) 6. Nature of Indirect Ownership (Instr. 5) 1. Name and Address of Reporting Person* ILILLY CORPORATE CENTER (Siteel) INDIANAPOLIS IN 46285 (Middle) LILLY CORPORATE CENTER (Siteel) INDIANAPOLIS IN 46285 (Siteel) INDIANAPOLIS IN 46285												
1. Title of Security (Instr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership form: Direct (D) (Instr. 5) 4. Nature of Indirect Beneficial Ownership (Instr. 5) Common stock ^(UO) 54,683 D ^{UD} 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 Security Underlying Derivative Security (Instr. 4) 6. Nature of Indirect Beneficial Ownership Form: (D) (Instr. 5) 1. Name and Address of Reporting Person* Date Expiration Title Amount of Security Underlying Derivative Security 6. Nature of Indirect Beneficial Ownership Or Exercisable Date 6. Nature of Indirect (Instr. 5) 6. Nature of Indirect Beneficial Ownership Or Exercisable Date 6. Nature of Indirect Beneficial Ownership Or Exercisable Date 6. Nature of Indirect (Instr. 5) 6. Nature of Indirect (Instr. 5) 1. Name and Address of Reporting Person* ILILLY ELL & CO 7. Title 7. Title 7. Sources (Instr. 5) 8. Sources (Instr. 5) 1. Name and Address of Reporting Person* 4. Co Co 7. Sources (Instr. 5) 8. Sources (Instr. 5) 8. Sources (Instr. 5) 1. Name and Address of Reporting Person* 4. Sources (Instr. 5) 6. Sources (Instr. 5) 8. Sources (Instr. 6)	(City) (Sta	te) (Zip)										
Beneficially Owned (Instr. 4) Form: Direct (D) (Instr. 5) (Instr. 5) Common stock ⁽¹⁾⁽²⁾ 54,683 D Table II - Derivative Scurrities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securrities) 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Anount of Securities Underiving Derivative Securities 6. Ownership Overseting Security (Instr. 5) 6. Nature of Indirect (Instr. 5) 1. Name and Address of Reporting Person* Date Exercisable Expiration Tutle Anount Shares 6. Ownership Overseting Security 6. Ownership Overseting Form: Direct (D) or Indirect (Instr. 5) 1. Name and Address of Reporting Person* ILILLY CORPORATE CENTER (Middle) (List) (First) (Middle) 1. Name and Address of Reporting Person* (Middle) ILILLY CORPORATE CENTER (Middle) (List) (First) (Middle) 1. Name and Address of Reporting Person* (Middle) INDIANAPOLIS N 46285 (City) (State) (Zip)	Table I - Non-Derivative Securities Beneficially Owned											
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 Security (Instr. 4) Date Expiration Date (Month/Day/Year) 4. Onversion Derivative Security (Instr. 4) 6. Nature of Indirect Beneficial Ownership Price of D Derivative Security (Instr. 4) 6. Nature of Indirect Beneficial Ownership (Instr. 5) 1. Name and Address of Reporting Person* LILLY ELI & CO 1. Name and Address of Reporting Person* LILLY CORPORATE CENTER (Middle) 1. Name and Address of Reporting Person* LILLY CORPORATE CENTER (Middle) (Middle) 1. Name and Address of Reporting Person* LILLY CORPORATE CENTER (Middle) (Citry) (State) (Zip) 1. Name and Address of Reporting Person* LILLY CORPORATE CENTER (Middle) (Citry) (State) (Zip) 1. Name and Address of Reporting Person* INDIANAPOLIS IN 46285 (Middle) (LILLY CORPORATE CENTER (Middle) (ILLY CORPORATE CENTER (Middle) (ILLY CORPORATE CENTER (Middle) (ILLY CORPORATE CENTER (Middle) (Street) INDIANAPOLIS IN 46285 (Middle)	1. Title of Security (Instr. 4)				Beneficially Owned (Instr. 4) Form: Direct (D) or Indirect (I)		ct (D)					
(e.g., puts, calls, warrants, options, convertible securities 1. Tile of Derivative Security (Instr. 4) ² . Date Exercisable and (Month/Day/Year) ^{1.} Tile and Amount of Security (Instr. 4) Underfying Derivative Security (Instr. 4) ^{4.} Conversing Or indirect Derivative Security (Instr. 4) ^{5.} States ^{5.} Conversing Or indirect Derivative Security (Instr. 4) ^{6.} Nature of Indirect Outer states Security (Instr. 4) ^{6.} Nature of Indirect Outer states Security (Instr. 4) ^{6.} States ^{5.} Conversing Or indirect Derivative Security (Instr. 5) ^{6.} Nature of Indirect Outer states Security (Instr. 5) ^{6.} Nature of Indirect Security Outer states Security (Instr. 5) ^{6.} Nature of Indirect Security (Instr. 5) 1. Name and Address of Reporting Person* ^{6.} State (Zip)	Common stock ⁽¹⁾⁽²⁾				54,683	D ⁽¹⁾⁽²	2)					
Expiration Date (Month/Day/Year) Underlying Derivative Security (Inst. 4) Conversity Price of or servisive of Shares Ownership Description 1. Name and Address of Reporting Person* Indirect (Inst. 5) Indirect Security Indirect Security Ownership Price of of Shares Demetricial Ownership (Inst. 5) 1. Name and Address of Reporting Person* Indirect (Inst. 5) (Middle) ILILLY CORPORATE CENTER (Middle) (Street) (Niddle) 1. Name and Address of Reporting Person* (Middle) ILILLY CORPORATE CENTER (Middle) (City) (State) (Zip) 1. Name and Address of Reporting Person* (Middle) ILILLY CORPORATE CENTER (Middle) (Lity) (First) (Middle) ILILY CORPORATE CENTER (Middle) (Intro Corpo (Lity) (Lity) (First) (Middle) ILILY CORPORATE CENTER (Middle) (ILILY CORPORATE CENTER (Middle) ILILY CORPORATE CENTER (Middle) (Street) (Middle) ILILY CORPORATE CENTER												
Date Expiration Expiration Title Amount or Shares Derivative Security or Indirect (0) (instr. 5) 1. Name and Address of Reporting Person*	Expiration D (Month/Day/ Date			Expiration Da	ate		curity (Instr. 4) Conve or Exe		rcise	Ownership Form:	Beneficial Ownership	
LILLY ELI & CO (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285 (City) (State) (Zip) 1. Name and Address of Reporting Person* ProCar Acquisiton Corp (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285						or Number of	Derivat	tive	or Indirect			
LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285 (City) (State) (Zip) 1. Name and Address of Reporting Person* ProCar ProCar (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285	1. Name and Address of Reporting Person* <u>LILLY ELI & CO</u>											
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												
1. Name and Address of Reporting Person* ProCar Acquisition Corp (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285		IN	46285									
ProCar Acquisition Corp (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285	(City)	(State)	(Zip)									
LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285	1. Name and Address of Reporting Person [*] ProCar Acquisition Corp											
INDIANAPOLIS IN 46285												
(City) (State) (Zip)	1 · · ·	IN	46285									
	(City)	(State)	(Zip)									

1. Eli Lilly and Company directly owns 54,683 shares of CoLucid Pharmaceuticals, Inc. (the "Issuer") common stock, which represents approximately 0.3% of all shares outstanding as of January 12, 2017. Each of the Reporting Persons may be deemed to have become a 10% Owner of the Issuer in connection with the entry into certain Tender and Support Agreements dated as of January 17, 2017 (the "Tender Agreements"), by and among the Reporting Persons and each of Novo A/S, A.M. Pappas Life Science Ventures III, L.P., PV III CEO Fund, LP, Pappas Capital, LLC and TVM Life Science Ventures VII, L.P. (each, a "Stockholder"), representing an aggregate of 6,694,843 shares of the Issuer's common stock beneficially owned by the Stockholders. The Tender Agreements were entered into in connection with the Agreement and Plan of Merger, dated as of January 17, 2017, by and among the Reporting Persons and the Issuer.

2. The Reporting Persons exercise voting power in limited situations over such shares of the Issuer's common stock through the grant of an irrevocable proxy by each of the Stockholders in the Tender Agreements. The Reporting Persons have no pecuniary interest in any of such shares of the Issuer's common stock.

Remarks:

and Company /s/ Darren J. Carroll, ProCar Acquisition Corporation

/s/ Derica W. Rice, Eli Lilly

01/27/2017

01/27/2017

Date

** Signature of Reporting Person

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

 \ast If the form is filed by more than one reporting person, see Instruction 5 (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.