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

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**SCHEDULE 13D**  
(Amendment No. 1)

Under the Securities Exchange Act of 1934

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**CoLucid Pharmaceuticals, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.001 per share**  
(Title of Class of Securities)

**19716T101**  
(CUSIP Number)

*Copies to:*

**Michael J. Harrington, Esq.**  
**General Counsel**  
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**767 Fifth Avenue**  
**New York, NY 10153**  
**(212) 310-8000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**March 1, 2017**  
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Names of Reporting Persons  ELI LILLY AND COMPANY	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds  OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): <input type="checkbox"/>	
6	Citizenship or Place of Organization  INDIANA	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power  100 (see Item 4)
	8	Shared Voting Power  0
	9	Sole Dispositive Power  100 (see Item 4)
	10	Shared Dispositive Power  0
11	Aggregate Amount Beneficially Owned by Each Reporting Person  100 (see Item 4)	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11)  100%	
14	Type of Reporting Person  CO	

1	Names of Reporting Persons  PROCAR ACQUISITION CORPORATION	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds  OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): <input type="checkbox"/>	
6	Citizenship or Place of Organization  DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power  100 (see Item 4)
	8	Shared Voting Power  0
	9	Sole Dispositive Power  100 (see Item 4)
	10	Shared Dispositive Power  0
11	Aggregate Amount Beneficially Owned by Each Reporting Person  100 (see Item 4)	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11)  100%	
14	Type of Reporting Person  CO	

This Amendment No. 1 to Schedule 13D (this “Amendment”) relates to the Common Stock, par value \$0.001 per share (the “Shares”) of CoLucid Pharmaceuticals, Inc., a Delaware corporation (the “Issuer”) and amends the initial statement on Schedule 13D filed on January 27, 2017 (the “Original 13D” and, together with this Amendment, the “Schedule 13D”). Unless otherwise specified, capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Original 13D.

On March 1, 2017, Lilly and Merger Sub completed the transactions contemplated by the Agreement and Plan of Merger, dated as of January 17, 2017, by and among the Issuer, Lilly 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 “Surviving Corporation”) the Merger as a wholly-owned subsidiary of Lilly.

#### **Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

On March 1, 2017, pursuant to the terms of the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer surviving the Merger as a wholly-owned subsidiary of Lilly.

At the Effective Time, each Share issued and outstanding immediately prior to the Effective Time was converted into the right to receive the Offer Price, net to the seller in cash, without interest thereon and subject to any required tax withholding, other than (i) Shares owned by Merger Sub, Lilly, the Issuer (or held in the Issuer’s treasury) or any direct or indirect wholly-owned subsidiary of Lilly immediately prior to the Effective Time, or (ii) Shares held by any stockholder that was entitled to demand and properly demanded appraisal of such Shares pursuant to, and who complied in all respects with, Section 262 of the DGCL and who, as of the Effective Time, had neither effectively withdrawn nor lost such stockholder’s rights to such appraisal and payment under the DGCL with respect to such Shares.

At the Effective Time, the 100 shares of common stock of Merger Sub that were outstanding immediately prior to the Effective Time were converted into and became 100 shares of common stock of the Surviving Corporation.

In connection with the closing of the Merger, the Shares that previously traded under the stock symbol “CLCD”, ceased trading on, and are being delisted from, the NASDAQ Stock Market.

In connection with the Merger, each member of the Board of Directors of the Issuer (the “Issuer Board”) resigned from the Issuer Board, including any committee thereof. At the Effective Time, the size of the Issuer Board was reduced to three members, and Darren J. Carroll, Martin Bott and Joshua Smiley were appointed as the members of the Issuer Board.

At the Effective Time, the officers of Merger Sub immediately prior to the Effective Time became the officers of the Issuer following the Effective Time.

#### **Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) and (b) As a result of the Merger and pursuant to the Merger Agreement, (i) the Reporting Persons acquired and, for purposes of Rule 13d-3 promulgated under the Exchange Act, beneficially owned 100% of the outstanding Shares; and (ii) the Reporting Persons had sole power to vote and dispose of 100% of the Shares.

(c) Except for the Merger Agreement, the Tender Agreements and the transactions described in this Amendment, to the knowledge of the Reporting Persons, no transactions in the class of securities reported have been effected during the past 60 days by any person named in Schedule A or Item 5(a).

(d) To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of the Issuer reported herein.

(e) Inapplicable.

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**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

As a result of the completion of the Merger, the Tender Agreements terminated in accordance with their terms on March 1, 2017.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 1, 2017

ELI LILLY AND COMPANY

/s/ Derica W. Rice

Name: Derica W. Rice

Title: Executive Vice President and CFO

Date: March 1, 2017

PROCAR ACQUISITION CORPORATION

/s/ Darren J. Carroll

Name: Darren J. Carroll

Title: President