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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**February 11, 2019**

Date of Report

(Date of earliest event reported)

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**ELI LILLY AND COMPANY**

(Exact name of registrant as specified in its charter)

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**Indiana**

(State or other jurisdiction of  
incorporation)

**001-06351**

(Commission File Number)

**35-0470950**

(I.R.S. Employer Identification No.)

**Lilly Corporate Center  
Indianapolis, Indiana**

(Address of principal executive offices)

**46285**

(Zip Code)

**(317) 276-2000**

(Registrant's telephone number, including area code)

**No change**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.**

Eli Lilly and Company (“Lilly”) is filing this Current Report on Form 8-K to report that Lilly directors and officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (“Section 16 officers”), may be subject to a trading blackout in Lilly securities in connection with the Exchange Offer (as defined below).

On February 11, 2019, Lilly notified its directors and Section 16 officers that, in connection with Lilly’s offer to exchange up to 293,290,000 shares of common stock of Elanco Animal Health Incorporated for shares of Lilly common stock (“Lilly Shares”) pursuant to the Prospectus, dated February 8, 2019 (the “Exchange Offer”), a blackout may be imposed during which they will be subject to certain trading restrictions with respect to Lilly Shares. Such a blackout would occur if 50% or more of the participants or beneficiaries located in the United States, its territories and possessions under the individual account plans maintained by Lilly, including the Lilly Employee 401(k) Plan and the Savings Plan for Lilly Affiliate Employees in Puerto Rico (collectively, the “Plans”) direct the trustee for the relevant Plan (or its designated agent) to exchange in the Exchange Offer some or all of the Lilly Shares held in eligible Lilly common stock funds (the “Lilly Stock Funds”) attributable to their Plan accounts.

Section 306(a) of the Sarbanes-Oxley Act and Regulation BTR (i.e., the Blackout Trading Restriction), promulgated by the U.S. Securities and Exchange Commission, generally imposes certain restrictions on trading by directors and Section 16 officers in the event that 50% or more of an issuer’s plan participants are so restricted. The reason for the potential blackout is that participants in the Plans who tender their Lilly Shares in the Exchange Offer will be unable, during a period of more than three consecutive business days, to exchange their account balances out of the Lilly Stock Funds, obtain any distributions, obtain withdrawals of account balances invested in the Lilly Stock Funds or obtain loans from the Lilly Stock Funds.

During the blackout period (if it occurs), subject to certain limited exemptions, directors and Section 16 officers will be prohibited from directly or indirectly purchasing, selling, acquiring or transferring any Lilly Shares or derivative security with respect to Lilly Shares acquired in connection with their service or employment as a director or Section 16 officer of Lilly, except that directors and Section 16 officers will have the opportunity to exchange those Lilly Shares in the Exchange Offer. Lilly anticipates the blackout period (if it occurs) will be from March 7, 2019 at the close of regular trading on the New York Stock Exchange (typically 4:00 p.m. New York City time), through the week of March 13, 2019 (assuming no extension of the Exchange Offer).

Any inquiries during the blackout period (if it occurs) may be directed to:

Bronwen Mantlo  
Vice President, Deputy General Counsel and Corporate Secretary  
Eli Lilly and Company  
Lilly Corporate Center  
Indianapolis, IN 46285  
(317) 276-0515

For a period of two years after the ending date of the blackout period (if it occurs), Lilly shareholders or other interested parties may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting:

Bronwen Mantlo  
Vice President, Deputy General Counsel and Corporate Secretary  
Eli Lilly and Company  
Lilly Corporate Center  
Indianapolis, IN 46285  
(317) 276-0515

Attached hereto as Exhibit 99.1 and incorporated by reference is a copy of the Blackout Notice.

**Item 8.01 Other Events.**

The information under Item 5.04 is incorporated by reference into this Item 8.01.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Blackout Notice, dated February 11, 2019, provided to Directors and Section 16 officers of Lilly.

EXHIBIT INDEX

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Exhibit No.	Description
99.1	<a href="#">Blackout Notice, dated February 11, 2019, provided to Directors and Section 16 officers of Lilly.</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 11, 2019

**ELI LILLY AND COMPANY**

By: /s/ Bronwen L. Mantlo

Name: Bronwen L. Mantlo

Title: Deputy General Counsel and Corporate Secretary

To: Directors and Section 16 Officers

From: Bronwen Mantlo

Re: Notice of Potential Special Trading Blackout in Connection with Elanco Exchange Offer

Date: February 11, 2019

This notice of a potential special trading blackout (the “Special Blackout”) applicable to Eli Lilly and Company (“Lilly”) securities is being provided as required by federal law in connection with Lilly’s offer (the “Exchange Offer”) to exchange up to 293,290,000 shares of common stock of Elanco Animal Health Incorporated (“Elanco Shares”) for shares of Lilly common stock (“Lilly Shares”) pursuant to the Prospectus dated February 8, 2019 (the “Prospectus”).

This notice is being provided in order to notify you that directors of Lilly and officers of Lilly who are subject to Section 16 of the Securities Exchange Act of 1934, as amended, may be prohibited, from March 7, 2019 at the close of regular trading on the New York Stock Exchange (typically 4:00 p.m. New York City time), through the week of March 13, 2019, from purchasing, selling or otherwise acquiring or transferring Lilly Shares or derivative securities with respect to Lilly Shares that you acquired in connection with your service or employment as a director or officer of Lilly (or any successor or subsidiary corporation). It is possible that the Special Blackout may be extended beyond that period. You will be notified of any changes in these dates. The Special Blackout will be imposed if 50% or more of the participants or beneficiaries located in the United States, its territories and possessions under the individual account plans maintained by Lilly, including the Lilly Employee 401(k) Plan and the Savings Plan for Lilly Affiliate Employees in Puerto Rico (collectively, the “Plans”), direct the trustee for the relevant Plan (or its designated agent) to exchange in the Exchange Offer some or all of the Lilly Shares held in eligible Lilly common stock funds (the “Lilly Stock Funds”) attributable to their Plan accounts.

The Special Blackout may be imposed because, in connection with administering the Exchange Offer, the third-party administrator of the Plans (or its designated agent) will impose restrictions on certain transactions involving exchanging participants’ accounts and the Lilly Stock Funds for more than three consecutive business days. During that time, exchanging participants will be unable to transfer their account balances out of the Lilly Stock Funds, obtain any distributions, obtain withdrawals of accounts balances invested in the Lilly Stock Funds or obtain loans from the Lilly Stock Funds.

With certain exceptions, applicable federal law and regulations require the imposition of a blackout on directors and Section 16 officers if 50% or more of the participants in all individual account plans of a company are prohibited from engaging in transactions with respect to the company’s equity securities in their plan accounts for more than three consecutive business days, and also require the company to provide its directors and Section 16 officers and the SEC with advance notice of such a blackout.

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As a result, although we do not know at this time if 50% or more of Plan participants will actually participate in the Exchange Offer and, thus, whether the Special Blackout will be imposed, we are required to prepare for the possible imposition of a blackout under the terms set forth in this notice. If we determine that fewer than 50% of the Plan participants actually participate in the Exchange Offer, the Special Blackout will not be imposed.

If the Special Blackout is imposed, you will be separately notified and will be prohibited from purchasing, selling or otherwise acquiring or transferring those Lilly Shares or derivative securities (options, puts, calls, straddles, etc.) noted above, whether or not you hold Lilly Shares in any of the Plans and whether or not you participate in the Exchange Offer. This prohibition also will apply to your spouse and minor children, if any, anyone who lives in your household and anyone who is financially dependent on you. If the Special Blackout is imposed, it will not prohibit you from exchanging Lilly Shares for Elanco Shares in the Exchange Offer.

If the Special Blackout is imposed, then, during the blackout period and for a period of two years after the expiration of the blackout period, you may obtain, without charge, information about this notice or about the actual beginning and ending dates of the Special Blackout by contacting me, as follows:

Bronwen Mantlo  
Vice President, Deputy General Counsel and Corporate Secretary  
Eli Lilly and Company  
Lilly Corporate Center  
Indianapolis, IN 46285  
(317) 276-0515

#### Important Legal Information

No statement in this document is an offer to purchase or a solicitation of an offer to sell securities. The solicitation and the offer to exchange Lilly Shares are made only pursuant to the Exchange Offer described in the Prospectus. The Prospectus contains important information that should be read carefully before any decision is made with respect to the Exchange Offer. Such materials have been made available to Lilly's shareholders at no expense to them. In addition, such materials (and all other offer documents filed with the SEC) are available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov).

Bronwen Mantlo  
Vice President, Deputy General Counsel and Corporate Secretary