FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

(Last) (First) (Middle) 2801 NORTH MERIDIAN STREET  (Street) INDIANAPOLIS IN  46208-0068  Rule 10b5-1(c) Transaction Indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3)  3. Transaction Date (Reported Price of Date (Instr. 4))  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Bene	1. Name and Address of Reporting Person* <u>LILLY ENDOWMENT INC</u>					EL	2. Issuer Name and Ticker or Trading Symbol ELI LILLY & Co [ LLY ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director					
(Street) INDIANAPOLIS IN  46208-0068    City   (State)   (Zip)	(Last)	st) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 06/05/2024													specify
Rule 10b5-1(c) Transaction Indication   Form filed by More than One Reporting Person	2801 NORTH MERIDIAN STREET					4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended satisfy the affirmative defense conditions of Rule 1005-1(c). See Instruction 10.  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)  2. Deemed Execution Date (Instr. 4)  3. Transaction (S) (Instr. 3 and 4)  3. Transaction (S) (Instr. 4)  3. Transaction (S) (Instr. 4)  3. Transaction (S) (Instr. 5)  3. Transaction (S) (Instr. 6)  3. Transaction (S) (Instr. 6)  3. Transaction (S) (Instr. 6)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Security (Instr. 3)  5. Number of Execution Date (Month/Day/Year)  6. Ownership Form: Direct (D) or Oligopsed Of (D) (Instr. 3, 4 and 5)  8. Security (Instr. 6)  8. Securities (Instr. 6)  9. Securities (Instr. 6)  9. Security (Instr. 6)  9. Ownership Form: Direct (D) or Oligopsed of (D) (Instr. 4)  9. Security (Instr. 6)  9. Security (Instr. 7)  9. Security (Instr. 8)  9. Security (Instr. 8)  9. Security (Instr. 8)  9. Security (Instr. 4)	I ' '															Form filed by More than One Reporting				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5)  3. Transaction (Dode (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following Reported (Instr. 4)  6. Ownership Form: Direct (Instr. 4)  7. No of Instr. 3 and 4)  8. 17,983 D \$836.14(1) 98,190,827 D  7. No of Instr. 4)  8. 17,983 D \$836.14(1) 98,190,827 D  8. 17,184 and 5)  8. 17,983 D \$836.14(1) 98,190,827 D  8. 17,184 and 5)  8. 17,184 and 5)  8. Price of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 4)  2. Derivative Securities (Instr. 4)  3. A Doemed Execution Date (Instr. 4)  4. Derivative Securities (Instr. 4)  4. Derivative Securities (Instr. 4)  3. A Doemed Following Reported (Instr. 4)  4. Derivative Securities (Instr. 4)  5. A Doemed Following Reported (Instr. 4)  6. Owned Following Reported (Instr. 4)  8. Price of Derivative Securities (Instr. 4)  9. Number of derivative Securities (Instr. 4)  1	(City) (State) (Zip)					Ru	Rule 10b5-1(c) Transaction Indication													
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 3)  2. Transaction Date (Execution Date, Individual Date (Execution Date) (Month/Day/Year)  3. Transaction Date (Execution Date) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 4)  Securities Acquired (A) or Disposed Of (D) (Instr. 4)  Securities Acquired (A) or Disposed Of (D) (Instr. 4)  Securities Acquired (D) (Instr. 4)  Securities Acquired (D) or Instrect (D) or Indirect (I) Or							Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
Date (Month/Day/Year)   Date			Table	I - I	Non-Deriva	tive	Secur	rities	Ac	quire	ed, Di	isposed (	of, or l	Benefici	ally	Own	ed			
Common Stock    Code   V   Amount   (A) or (D)   Price   Transaction(s) (Instr. 3 and 4)	Date					ear) E	Execution Date ar) if any		,   t	Transaction Code (Instr.					nd 5) Secur Benef Owne		rities Formation Formation Following In		m: Direct or rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Of Derivative Securities Operivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Securities (Instr. 3) and 4)  8. Price of Derivative Securities Underlying Derivative Securities (Instr. 3) and 4)  Amount  Amount  Amount									c	Code	v	Amount		Price	Tra		saction(s)		J,	(incar i)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  2. Conversion or Exercise (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  5. Number of Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Securities (Instr. 5)  8. Price of Derivative Securities (Instr. 5)  9. Number of derivative Securities (Month/Day/Year)  10. Ownership Form: Direct (D) Ownerd Following Reported Transaction(s) (Instr. 4)  11. Title of Date (Month/Day/Year)  12. Ownership Form: Direct (D) Ownership Form: Direct (D) Ownerd Following Reported Transaction(s) (Instr. 4)  13. Transaction Date (Month/Day/Year)  14. Ownership Form: Direct (D) Ownership Form: Direct (D	Common Stock 06/05/202					4				S		17,983	D	\$836.1	4(1) 98,1		190,827		D	
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  1. Title of Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  5. Number of Execurities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount  4. Transaction Date (Month/Day/Year)  5. Number of Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Derivative Security (Instr. 5)  9. Number of derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 5)  10. Ownership Form: Direct (D) Ownership Form: Di	Common Stock 06/05/202					4				S		2,400	D	\$837.65	3(2)	98,188,427			D	
Derivative Security (Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Date (Month/Day/Year)  Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Instr. 3)  Date (Month/Day/Year)  Instr. 3)  Instr. 3)  Instr. 4)  Instr. 4)  Derivative Securities (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Instr. 4)  I																				
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Exe if ar	cution Date, ny	Transa Code	Transaction Code (Instr. 8) Securi Acquii (A) or Dispo- of (D) (Instr.			Exp (Mo	iration nth/Day	Date //Year)	Amo Secu Unde Deriv Secu 3 and	unt of rities erlying rative rity (Instr. i 4)  Amount or Number	Derivat Securit (Instr. 8		derivative Securities Beneficial Owned Following Reported Transactio	y C	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

- 1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$836.00 to \$836.82, inclusive. The reporting person undertakes to provide to Eli Lilly & Company, any security holder of Eli Lilly & Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) and (2) to this Form 4.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$837.32 to \$837.72, inclusive.

/s/ Diane M. Stenson, Vice President and Treasurer, on behalf of Lilly Endowment

06/06/2024

Inc.

\*\* Signature of Reporting Person Date

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

- \* If the form is filed by more than one reporting person, see Instruction 4 (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.