

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): January 31, 2022**

**ELI LILLY AND COMPANY**

(Exact Name of Registrant as Specified in its Charter)

**Indiana**  
(State or Other Jurisdiction  
of Incorporation)

**001-06351**  
(Commission  
File Number)

**35-0470950**  
(I.R.S. Employer  
Identification Number)

**Lilly Corporate Center**  
**Indianapolis, Indiana**  
(Address of Principal Executive Offices)

**46285**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (317) 276-2000**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report.)

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 (see General Instruction A.2.):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock (no par value)</b>	<b>LLY</b>	<b>New York Stock Exchange</b>
<b>1.000% Notes due 2022</b>	<b>LLY22</b>	<b>New York Stock Exchange</b>
<b>7 1/8% Notes due 2025</b>	<b>LLY25</b>	<b>New York Stock Exchange</b>
<b>1.625% Notes due 2026</b>	<b>LLY26</b>	<b>New York Stock Exchange</b>
<b>2.125% Notes due 2030</b>	<b>LLY30</b>	<b>New York Stock Exchange</b>
<b>0.625% Notes due 2031</b>	<b>LLY31</b>	<b>New York Stock Exchange</b>
<b>0.500% Notes due 2033</b>	<b>LLY33</b>	<b>New York Stock Exchange</b>
<b>6.77% Notes due 2036</b>	<b>LLY36</b>	<b>New York Stock Exchange</b>
<b>1.625% Notes due 2043</b>	<b>LLY43</b>	<b>New York Stock Exchange</b>
<b>1.700% Notes due 2049</b>	<b>LLY49A</b>	<b>New York Stock Exchange</b>
<b>1.125% Notes due 2051</b>	<b>LLY51</b>	<b>New York Stock Exchange</b>
<b>1.375% Notes due 2061</b>	<b>LLY61</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 8.01 Other Events.**

On January 31, 2022, Eli Lilly and Company (the “Company”) issued a notice for the redemption of all €600,000,000 aggregate principal amount outstanding of its 1.000% Notes due 2022 (the “Notes”). The Notes will be redeemed in full on March 2, 2022 (the “Redemption Date”) at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest thereon, if any, to, but excluding, the Redemption Date. The notice of redemption specifying the terms and procedures for the redemption is being delivered to holders of the Notes at the Company’s direction by Deutsche Bank Trust Company Americas, located at Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom, as trustee for the Notes. This Current Report on Form 8-K does not constitute a notice of redemption for the Notes.

**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 thereunto duly authorized.

**ELI LILLY AND COMPANY**  
(Registrant)

By: /s/ Philip Johnson

Name: Philip Johnson

Title: Senior Vice President, Finance,  
and Treasurer

Date: January 31, 2022