

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

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**ELI LILLY AND COMPANY**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 3, 2021.**

**ELI LILLY AND COMPANY**



ELI LILLY AND COMPANY  
LILLY CORPORATE CENTER  
C/O GENERAL COUNSEL AND SECRETARY  
INDIANAPOLIS, IN 46285

**Meeting Information**

**Meeting Type:** Annual  
**For holders as of:** February 22, 2021  
**Date:** May 3, 2021    **Time:** 11:00 a.m. EDT  
**Location:** Virtually at  
[www.virtualshareholdermeeting.com/LLY2021](http://www.virtualshareholdermeeting.com/LLY2021).

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit [www.virtualshareholdermeeting.com/LLY2021](http://www.virtualshareholdermeeting.com/LLY2021) and be sure to have the information that is printed in the box marked by the arrow → **XXXXX XXXXX XXXXX XXXXX** (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [proxyvote.com](http://proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— Before You Vote —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

ANNUAL REPORT      PROXY STATEMENT

**How to View Online:**

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [proxyvote.com](http://proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. Otherwise, you will not receive paper or e-mail copies of these documents. There is NO charge for requesting a paper or e-mail copy. Please choose one of the following methods to make your request:

- |                  |  |
|------------------|--|
| 1) BY INTERNET:  | <a href="http://proxyvote.com">proxyvote.com</a>                           |
| 2) BY TELEPHONE: | 1-800-579-1639   |
| 3) BY E-MAIL*:   | <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request for a paper or e-mail copy as instructed above on or before April 19, 2021 to facilitate timely delivery.

— How To Vote —  
Please Choose One of the Following Voting Methods

**Vote Online:** To vote online, go to [proxyvote.com](http://proxyvote.com). Use the information printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Please follow the instructions on the proxy card.

**During The Meeting:**

Go to [www.virtualshareholdermeeting.com/LLY2021](http://www.virtualshareholdermeeting.com/LLY2021). Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

**Voting Items**

The board of directors recommends you vote **FOR** items 1-5:

1. Election of the following directors, each to serve a three-year term.
  - 1a. K. Baicker, Ph.D.
  - 1b. J.E. Fyrwald
  - 1c. J. Jackson
  - 1d. G. Sulzberger
  - 1e. J.P. Tai
2. Approval, on an advisory basis, of the compensation paid to the company's named executive officers.
3. Ratification of the appointment of Ernst & Young LLP as the independent auditor for 2021.
4. Approval of amendments to the company's Articles of Incorporation to eliminate the classified board structure.
5. Approval of amendments to the company's Articles of Incorporation to eliminate supermajority voting provisions.

The board of directors recommends you vote **AGAINST** shareholder proposals 6-9:

6. Shareholder proposal to disclose direct and indirect lobbying activities and expenditures.
7. Shareholder proposal to amend the bylaws to require an independent board chair.
8. Shareholder proposal to implement a bonus deferral policy.
9. Shareholder proposal to disclose clawbacks on executive incentive compensation due to misconduct.

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