

It begins with
a promise...

Monica Kumado
Lilly Global
Manufacturing

Monica

Lilly

It begins with a promise...

In 1876, Colonel Eli Lilly founded the company that bears his name to make trusted medicines of the highest possible quality, based on the best science of the day.

In 2014, the people of Eli Lilly and Company launched three new medicines to treat diabetes and cancer and gained approval for a fourth—medicines that represent the ongoing fulfillment of the promise made more than 138 years ago by our founder.

These new medicines, and more to come, are the fruit of the commitment we made late in the last decade, to sustain our investment in innovation as we entered a challenging period of patent expirations on many of our key products.

These medicines also reflect Colonel Lilly's promise of quality, brought to life every day by thousands of Lilly people in our manufacturing and quality organizations.

Today, Eli Lilly and Company continues to pursue the promise of innovation—guided by our core values of integrity, excellence, and respect for people—as we prepare to launch more new medicines to bring healing and hope to people around the world.

On the cover: Monica Kumado works on a packaging line for Humalog® vials in Lilly's manufacturing operations in Indianapolis. Generations of Lilly manufacturing employees have sustained Lilly's commitment to producing quality medicines.



Lilly unites caring with discovery to make life better for people around the world.

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For more information on Lilly's commitment to corporate responsibility, please see the inside back cover of this report.

2014 Financial Highlights

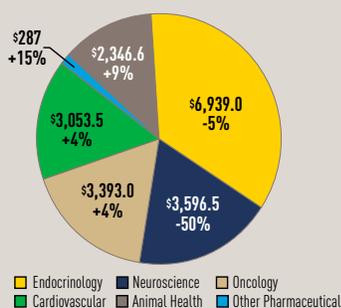
Year Ended December 31

ELI LILLY AND COMPANY AND SUBSIDIARIES (Dollars in millions, except per-share data)	2014	2013	Change %
Revenue	\$19,615.6	\$23,113.1	(15)
Research and development	4,733.6	5,531.3	(14)
Research and development as a percent of revenue	24.1%	23.9%	
Net income	\$2,390.5	\$4,684.8	(49)
Earnings per share—diluted	2.23	4.32	(48)
Reconciling items ¹ :			
Acquired in-process research and development (IPR&D)	0.12	0.03	
Asset impairment, restructuring, and other special charges	0.38	0.08	
U.S. Branded Prescription Drug Fee	0.11	—	
Income related to the transfer to Boehringer Ingelheim of rights to co-promote linagliptin and empagliflozin in certain countries	(0.06)	—	
Income related to termination of the exenatide collaboration with Amylin	—	(0.29)	
Non-GAAP earnings per share—diluted ²	2.78	4.15	(33)
Dividends paid per share	1.96	1.96	
Capital expenditures	1,162.6	1,012.1	15
Employees	39,135	37,925	3

¹ For more information on these reconciling items, see the Financial Results section of the Executive Overview on page 21 of the Financials.

² Numbers in the 2013 column do not add due to rounding.

Revenue Growth Across Therapeutic Areas (\$ millions, percent growth)



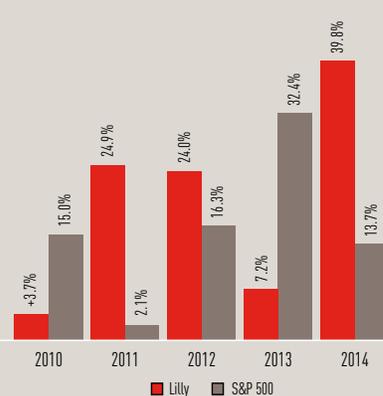
Revenue in Endocrinology decreased 5 percent due to the loss of Evista patent protection in the U.S. in March 2014. Excluding Evista, Endocrinology revenue grew 4 percent, driven by growth of Humalog, Humulin, and Forteo. Revenue in Neuroscience decreased 50 percent due to the loss of Cymbalta patent protection in the U.S. in December 2013. Animal Health grew 9 percent, reflecting the acquisition of Lohmann Animal Health in the second quarter of 2014 and growth in our food animal products.

Return on Assets and Shareholders' Equity



ROA and ROE decreased in 2014 as a result of a decrease of net income mainly due to lower sales of Cymbalta and Evista following U.S. patent expirations, partially offset by ongoing cost-containment efforts.

Total Shareholder Return



Over the past five years, Lilly's total shareholder return has averaged nearly 20 percent, compared to nearly 16 percent for the S&P benchmark, due to the increase in the stock price and steady dividend stream.

To Our Shareholders

This is an exciting moment for Eli Lilly and Company! We're transitioning from a challenging period of patent expirations to a period of growth, driven by the launch of new products that promise to provide new solutions to some of the most vexing medical problems we face today. In my letter, I will discuss our efforts to realize that promise for people around the world, and to deliver on the promise of growth for shareholders.

PERFORMANCE AS PROMISED

To understand our future prospects, it's important to consider what Lilly was facing back in 2008. Over the period that lay ahead—a period we dubbed “YZ”—expiring patents would cause us to lose one-third of our revenue, and a significantly greater percentage of our profits.

In late 2009, we laid out a plan to overcome this challenge and rebuild our company. The results speak for themselves:

- » We achieved strong performance in each of the areas we identified to drive underlying growth during this period. Elanco was among the fastest-growing animal health companies, and nearly doubled its revenue. Lilly was among the fastest-growing pharma companies in Japan, where we doubled our sales volume. We had good growth in Emerging Markets—including doubling our sales in China. And we saw solid growth among our enduring brands, including Humalog, Cialis®, Effient®, Forteo®, and Alimta®.
- » We surpassed our pipeline goal of 10 potential new medicines in Phase III clinical testing by 2011, with 12 in Phase III at the end of that year—peaking at 13 by early 2013 and leading to approvals of four new medicines in 2014, with more to come.
- » We exceeded our goals to reduce projected headcount by 5,500 and our cost structure by \$1 billion by the end of 2011.
- » And we achieved our annual goals of \$20 billion in revenues, \$3 billion in net income, and \$4 billion in operating cash flow each year through 2013.

In 2014—the trough of this patent expiration period—we fell just shy in revenue and net income, while exceeding our cash flow goal. Revenue decreased 15 percent to \$19.62 billion, due primarily to lower demand for Cymbalta® and Evista® following

U.S. patent expirations, as well as the unfavorable impact of foreign exchange rates. On a non-GAAP basis, which excludes significant items totaling \$0.55 per share, net income was \$2.99 billion, a decrease of 34 percent. Reported net income was \$2.39 billion.

Seven of our products and our Elanco animal health business exceeded \$1 billion in annual sales in 2014. Total reported operating expenses decreased 10 percent, driven by lower late-stage clinical development costs, reduced U.S. sales and marketing activities for Cymbalta and Evista, and ongoing cost-containment efforts.

Over the past five years, our stock price has doubled—from \$35 per share on the day in December 2009 when we first shared our strategy with investors, to over \$70 as I write this letter in early 2015.

THE PROMISE OF DISCOVERY

Throughout the YZ period we stayed true to our commitment to innovation. And now, as our pipeline continues to advance, our company is positioned to resume growth.

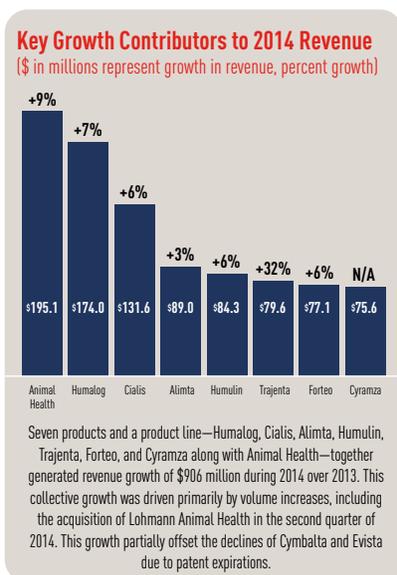
In 2014, we launched three new medicines: Cyramza® for advanced gastric cancer and metastatic non-small cell lung cancer, Jardiance® for type 2 diabetes—with Boehringer Ingelheim, and Trulicity® also for type 2 diabetes. We also received

approval for our insulin glargine product in Europe and Japan and tentative approval in the U.S. (See pages 8-9.) We filed for regulatory approval of necitumumab for first-line squamous non-small cell lung cancer, and we anticipate submissions in coming months for ixekizumab for psoriasis, along with new indications for Cyramza.

Here's a closer look at key therapeutic areas:

Diabetes. We're well on our way to launching—over a couple of years—up to three new medicines that treat diabetes. This will enable Lilly to offer a more complete range of medicines than any of our competitors, from oral medicines to insulins. Notably, our insulin glargine product has the potential to fill a significant and longstanding gap in our insulin portfolio.

And we're not stopping there. We're committed to continued advances in diabetes treatment by maintaining a strong internal research effort, as well as searching for the best external opportunities. In December, for example, we announced a



worldwide licensing collaboration with Adocia focused on developing an ultra-rapid insulin.

Oncology. In oncology, our acquisition of ImClone in 2008 is paying off, with one medicine—Cytarabine (cytarabine)—on the market, another molecule—necitumumab—in regulatory review, and a third—olaratumab—expected to enter Phase III this year for soft tissue sarcoma.

In addition to approvals of Cytarabine in the U.S. and Europe for second-line advanced gastric cancer, we've been granted a priority review in Japan, and we anticipate regulatory action in the first half of 2015. The FDA also approved Cytarabine as a treatment for second-line non-small cell lung cancer, and in September we reported positive top-line results for ramucirumab in second-line metastatic colorectal cancer. We expect to submit ramucirumab in that indication this year.

In addition, last year we initiated Phase III studies for abemaciclib, our CDK 4/6 inhibitor, in metastatic breast cancer and non-small cell lung cancer.

In the area of immuno-oncology, we announced early-stage collaborations in 2014 with Immunocore and Zymeworks. And in January of this year we announced two additional clinical collaborations—one with Bristol-Myers Squibb and the other with Merck—exploring combinations of their PD-1 therapies, Opdivo® and Keytruda®, with a number of our marketed and pipeline medicines in a range of cancers.

Immunology. We also saw significant progress in our emerging immunology platform, with positive data on two late-stage development candidates.

- » In August, we announced that ixekizumab met all primary and key secondary objectives across three pivotal studies of nearly 4,000 patients with moderate-to-severe plaque psoriasis. In the trials, 78 to 90 percent of patients treated with ixekizumab saw at least a 75 percent improvement in their skin clearance at 12 weeks. In addition, 31 to 41 percent saw 100 percent clearance. We plan regulatory submissions for ixekizumab in the first half of this year.
- » In December, Lilly and our partner Incyte announced that baricitinib—a once-daily, oral, selective JAK1 and JAK2 inhibitor—met the primary endpoint in a Phase III trial for people with moderately-to-severely active rheumatoid arthritis

(RA) who previously had an inadequate response to one or more TNF inhibitors. In February 2015, we announced that baricitinib showed statistically significant improvement compared to placebo in a second Phase III trial in RA.

In the treatment of pain, our CGRP monoclonal antibody is currently in Phase II. And should the FDA partial clinical hold be removed, we'll reinitiate Phase III trials for tanezumab in collaboration with Pfizer.

In 2016, we expect readouts from our ongoing Phase III trials for evacetrapib in high-risk vascular disease and for solanezumab in Alzheimer's disease, offering the potential for what some have termed "biotech-like upside" later in the decade.

All of this is good news for the company and for patients. And it validates the decision we made many years ago, as we entered a perilous period of patent expirations, to sustain a robust investment in research and development. We made a big bet then, and it's paying off!

KEEPING OUR PROMISES

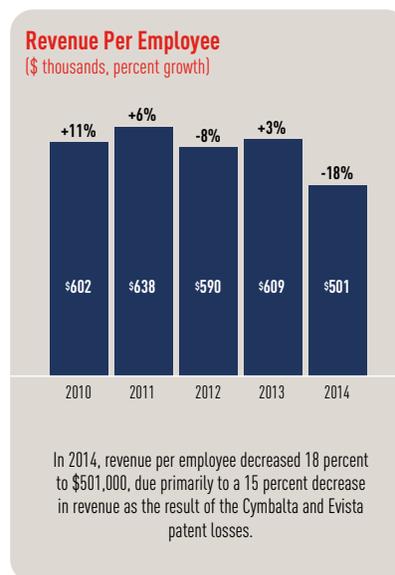
I'm extremely proud of what my Lilly colleagues have accomplished over the past several years. But, as we all know, the world did not stand still as we navigated through a difficult period. So we must continue to change and adapt in order to

realize a promising future.

Back in 2008, as we began to prepare for YZ, the Great Recession was gathering force, and the impact is still being felt today. The Affordable Care Act in 2010 was the most significant U.S. legislation of its kind since Medicare 45 years earlier, and it is reshaping health care.

In countries around the world—including the U.S.—pressure on health care budgets continues to constrain reimbursement, as well as access, for many branded medicines. Our customers are demanding ever-greater value for their money. Likewise over this period, competition has stiffened, as numerous Big Pharma and biotech companies have been attracted to the therapeutic areas in which we compete. And we'll continue to face patent expirations, which are a fact of life in our business.

All of this is to say: even as we begin to turn the corner on YZ with multiple product launches, we must operate effectively in an external environment that has never been more challenging.



In response, we're sharpening our focus on the areas where we're best positioned to compete and win. We believe this will lead to a more sustainable flow of innovative medicines and stronger, more consistent growth.

Commercial Focus. First of all, we aim to compete effectively and to win in diabetes, oncology, and animal health. In the near term and in the long term, these represent significant pillars of growth for our company.

At the same time, our Bio-Medicines business is transitioning from its longtime focus on psychiatric illness, bone health, and men's health to new areas that include immunologic disorders, neurodegeneration (especially Alzheimer's disease), pain, and cardiovascular disease—all dependent, of course, on the outcome of ongoing Phase III studies. Bio-Medicines remains critically important, accounting for more than half of our Phase III pipeline, and providing revenue from current products to fuel our ambitious growth agenda.

In terms of geography, the U.S. market will continue to be of preeminent importance to our company. Yet our attention will increasingly shift to Asia, particularly China and Japan.

R&D Focus. Going forward, we'll focus our research in human health on three core areas—diabetes, oncology, and neurodegeneration—and two emerging areas based on research opportunities and clinical data—immunology and pain. In each of these areas, we have compelling assets and growing or already deep expertise.

Within these areas, we'll pursue fewer research projects, so that we can apply sufficient resources to deliver top-quality candidates and maintain competitiveness for those we choose to move forward. At Lilly's size, we know we can't participate meaningfully in every therapeutic area. But where we choose to play, we will play to win!

We've also embarked on an ambitious effort to reduce the time to bring new medicines from our laboratory to the patient, and we're making good progress. Several important development programs have already benefited in a substantial way, with years having been trimmed off earlier planned timelines.

To complement our internal efforts, we're also increasing our business development activity—through partnerships, licensing, and acquisitions—and pursuing deals and collaborations at ever-earlier stages.

A PROMISING FUTURE

As we stand today, following our toughest year, this much is clear: We are emerging from YZ as an independent company charting our own destiny, launching new products and competing more effectively, and in possession of one of the strongest pipelines in our history. As I write this letter, new Lilly medicines are helping more and more patients suffering from the ravages of cancer and diabetes—and we'll be touching even more in the months and years ahead.

I want to offer my heartfelt thanks to our leadership team and to Lilly people around the world for their outstanding performance throughout the YZ period, and particularly in 2014. I also want to acknowledge and thank Doug Oberhelman, who is concluding his service on the board, for his wisdom and expert guidance through this challenging period.

A key lesson—one that has been repeated throughout our 138-year history—is to never underestimate what Lilly people are capable of when we put our minds to a shared goal and work together to achieve it.

Yes, we face new challenges, but now we have the wind at our back, and the arrow is in the "up" direction. Ours increasingly is a position of strength, which we intend to neither yield nor squander. We have yet new chapters to write in medical history, as we strive to deliver the promise of innovation to millions of people whose lives will be made better when we succeed.

I remain very confident that we can and will succeed, and I am grateful for your support.

For the Board of Directors,



John C. Lechleiter, Ph.D.
Chairman, President, and Chief Executive Officer

We are emerging from YZ as an independent company charting our own destiny, launching new products and competing more effectively, and in possession of one of the strongest pipelines in our history.

Elanco—Enriching Lives, Driving Growth

The vision of Elanco, our animal health business, is “food and companionship enriching life.” Elanco helps make food safe, affordable, and abundant, with products and services to improve animal protein production. Its companion animal products help pets live longer, healthier, higher-quality lives.

Animal health was a key growth driver during the YZ period of patent expirations, and represents one of our important areas of focus going forward.

Elanco’s success in recent years has resulted from a mix of acquisitions and internally driven growth. With the acquisition of Novartis Animal Health in January 2015, Elanco today is a top-three animal health company—up from No. 8 just ten years ago—with an expanded product portfolio, an enhanced global footprint, and a robust pipeline.

At Elanco headquarters in Greenfield, Indiana, John C. Lechleiter, Ph.D., Lilly chairman, president, and chief executive officer (third from left), talks with Elanco’s Tracey Ward, director, global regulatory brand assurance/pharmacovigilance; Scott Holmstrom, senior director, regulatory affairs, North America, and global capabilities; Tony Ezell, vice president and chief marketing officer; José Simas, senior director, regulatory, market access, and knowledge solutions; and Ericka Wheeler, operations manager, global market access.





It begins with a promise ...

Since our founding, the people of Lilly have worked to fulfill our promise to discover and develop medicines that make life better. From the production of insulin and the polio vaccine, to the launch of the biotechnology era with Humulin®, to the discovery of new medicines to treat psychiatric illness, we have pioneered breakthroughs against some of humanity's most stubborn and devastating diseases.

In 2014 Eli Lilly and Company delivered on the promise of discovery with new medicines for people with diabetes and cancer. These medicines—in their discovery, development, and manufacture—reflect the promise of quality that goes back to Colonel Eli Lilly.

The following pages highlight the new Lilly medicines approved in 2014, with a particular focus on the outstanding work of our manufacturing team to bring them to patients.

*“Take what you find here and make it better and better.”
Colonel Eli Lilly to his son J.K. Sr. when he joined the company.*

J.K. Lilly Sr. in his lab circa 1886



Bringing the Promise of Science to People with Diabetes



Thomas A. Hardy, M.D., Ph.D.
Lilly Research Laboratories

When people with diabetes filled their first prescriptions for Trulicity (dulaglutide) in November 2014, it marked the culmination of well over a decade of work by hundreds if not thousands of Lilly employees. Tom Hardy was one of them.

Tom earned an M.D. and a Ph.D. in biochemistry, and was drawn to both patient care and academic medical research. After several years as an endocrinologist in private practice, Tom joined Lilly where, he says, “my work applies all my training more than anything else I’ve done.”

Tom became involved with dulaglutide as clinical team leader during Phase I development. The dulaglutide molecule had been invented by Lilly scientists—notably Wolfgang Glaesner, Ph.D., and Rohn Millican—who had an idea for a once-weekly GLP-1 receptor agonist for diabetes and applied Lilly’s capabilities in protein engineering to create it.

Tom recalls the excitement when data came back from Phase I testing and the molecule showed potential efficacy with once-weekly dosing. Subsequent testing confirmed that the Lilly scientists had “engineered a protein that did exactly what it was intended to do.”

Tom’s colleagues applied some innovative ideas to advance dulaglutide. The early- and late-phase clinical teams worked together to design a seamless Phase II/III trial that embeds dose finding—typically done during Phase II—in a large Phase III study of safety and efficacy, eliminating the usual time gap between such trials.

Drawing on Lilly’s capabilities in pharmacokinetics and advanced analytics, the team used sophisticated modeling and trial simulation to predict what they were likely to learn from studies and adapt as the trials proceeded.

Today, such approaches are being applied across Lilly to reduce the time to advance new medicines from the lab to the patient.

In his current role at Lilly, Tom says his work reaches from “rubbing shoulders” with discovery scientists to working with the medical and commercial teams engaged with patients and physicians—just what he was looking for when he joined Lilly. And, along with many Lilly colleagues, he can take pride in helping bring a new treatment option to people with diabetes.

Seeing Lilly’s Promise from Both Sides



Jeff Pettet
Lilly Global Manufacturing

Jeff Pettet joined Lilly in 2014 as the company expanded its capacity to manufacture new biologics for diabetes, cancer, and other diseases, and he soon found himself facing a serious threat to his own health.

With 18 years of experience in sterile injectable product manufacturing, Jeff was hired to lead a process team in our Cyramza vial filling operation in Indianapolis. As he began his new job, Jeff underwent a physical exam and learned that he had type 2 diabetes.

“The results from the physical were so shocking because I have kids in high school and college, and I don’t want to die prematurely with kids still dependent on me,” Jeff says. In addition to taking medication, he started working out, running, and watching his diet.

Jeff enrolled in a 12-week course as part of Lilly’s wellness programs. Each class began with topics on managing diabetes—such as nutrition, exercise, and foot care—followed by an exercise session. Most important, Jeff says, was that class members began to bond, share stories, and encourage each other in their common struggles.

“As scared as I was, I wouldn’t have come this far if it weren’t for the course and the relationships that began there,” Jeff says. He’s significantly lowered his hemoglobin A1c, from 10.7 to 7.7 so far, and he’s training to run the “500” Mini-Marathon with his daughter.

In his work, Jeff leads a process team that maintains the highest standards of quality and safety in filling vials of Cyramza that will treat people with cancer. The facility where he works also produces Trulicity pre-filled syringes for type 2 diabetes.

Jeff’s team adheres to strict procedures in order to maintain the sterility of the facility and the process. The manufacturing process itself has been thoroughly validated to ensure consistent identity, strength, and purity in every Cyramza vial.

Jeff Pettet is part of Lilly’s promise of quality in the medicines we make. And he’s learned about the challenges facing the people who depend on them.

The Promise of Discovery

LILLY MEDICINES APPROVED IN 2014

APPROVED / LAUNCHED



Cyramza (ramucirumab)

Cyramza has been approved for the treatment of stomach and lung cancers and is being studied in other tumors. It is a vascular endothelial growth factor (VEGF) receptor 2 antagonist designed to inhibit angiogenesis, the process of making new blood vessels. In the case of cancer, angiogenesis provides a tumor its own blood supply, allowing it to grow and spread.

In 2014, Cyramza received approvals in the U.S. and the European Union, both as a single agent and in combination with chemotherapy, to treat advanced or metastatic gastric (stomach) cancer—the third leading cause of cancer death worldwide.

We launched Cyramza in the U.S. with strong results to date and positive customer feedback. In Japan, we've been granted a priority review of ramucirumab for the treatment of second-line gastric cancer, and we anticipate regulatory action in the first half of 2015.

In December, Cyramza became the first treatment approved in the U.S. for use in combination with docetaxel in second-line metastatic non-small cell lung cancer (NSCLC). In early 2015, Lilly submitted a marketing application in the EU for Cyramza in NSCLC. NSCLC accounts for 85 percent of all cases of lung cancer—the leading cause of cancer death in most countries.

In September, Lilly announced positive top-line results for the Phase III study of Cyramza as a treatment for second-line metastatic colorectal cancer. Several other studies are under way or planned to investigate Cyramza in additional tumor types.

APPROVED / LAUNCHED



Trulicity (dulaglutide)



Trulicity is a once-weekly, injectable solution designed to improve glycemic control in adults with type 2 diabetes and should be used along with diet and exercise. Trulicity is a glucagon-like peptide-1 (GLP-1) receptor agonist that acts like GLP-1, a natural hormone that helps the body release its own insulin following a meal.

Discovered in Lilly Research Laboratories, Trulicity was designed for the individual with diabetes who's making the transition to injectable therapy. Trulicity comes in a ready-to-use single-dose pen with a pre-attached, hidden needle. It does not require any mixing, measuring, or needle preparation and can be taken any time of day, with or without meals.

The approval of Trulicity was based on five Phase III clinical trials. In all five, Trulicity met its primary endpoint—lowering of hemoglobin A1c, a measure of average blood glucose—and was superior to other, conventional treatments. In a sixth trial, dulaglutide became the only GLP-1 agent in a Phase III study to show non-inferiority to the highest dose of Victoza®.

Trulicity is now approved for adults in the United States, Europe, Australia, and the United Arab Emirates as an adjunct to diet and exercise for the treatment of type 2 diabetes. It is currently in regulatory review in Japan as well as other regions.

APPROVED / LAUNCHED



Jardiance (empagliflozin)

Jardiance, co-developed by Lilly and Boehringer Ingelheim, offers people with type 2 diabetes a new option to reduce blood sugar levels. This once-daily oral tablet is a sodium glucose co-transporter-2 (SGLT2) inhibitor. Today, the SGLT2 class is the fastest-growing segment among diabetes therapies.

Jardiance acts by removing excess glucose through the urine by blocking glucose reabsorption in the kidneys. Results of 10 multinational Phase III trials of more than 13,000 adults with type 2 diabetes showed that after 24 weeks, empagliflozin significantly reduced patients' hemoglobin A1c. Although Jardiance is not approved for lowering weight or blood pressure, modest reductions in both were observed in clinical trials.

Jardiance has been approved in the U.S., the European Union, Japan, and five other countries as an adjunct to diet and exercise to improve blood-glucose levels in adults with type 2 diabetes. In addition, the FDA recently approved Glyxambi®, a combination tablet of empagliflozin and linagliptin—the DPP-4 inhibitor developed by our alliance with Boehringer Ingelheim and marketed as Tradjenta®—for adults with type 2 diabetes. And we have submitted the fixed-dose combination of empagliflozin and metformin in the U.S. and Europe.

APPROVED



Abasaglar (insulin glargine injection)

Our insulin glargine product, developed by Lilly and Boehringer Ingelheim, is a basal insulin treatment intended to provide long-lasting blood-glucose control between meals and at night, an integral part of glycemic control. This basal insulin helps fill a longstanding gap in Lilly's modern insulin portfolio.

In 2014, the European Commission granted marketing authorization for Abasaglar™—the name of our insulin glargine product in Europe—to treat diabetes in adults, adolescents, and children aged two years and above.

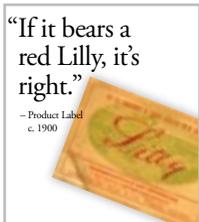
In addition, we received tentative approval for the product in the U.S.—where its approved name is Basaglar™—for improving glycemic control in adults with type 2 diabetes and in combination with mealtime insulin for adults and children with type 1 diabetes. Final U.S. approval is delayed as a result of patent infringement litigation filed by Sanofi, which makes the currently marketed insulin glargine. Our insulin glargine product has also been approved in Japan.



Marcia Candler,
Lilly Global
Manufacturing

Keeping Our Quality Promise

LILLY GLOBAL MANUFACTURING



Colonel Eli Lilly founded our company with the singular purpose of producing trusted, high-quality medicines. In 2014, more than 9,000 Lilly employees in our Global Manufacturing and Quality organizations were working hard to keep our founder's promise.

Over the past decade, we've achieved a genuine transformation in manufacturing as we prepare for a series of product launches; adapt to changes in Lilly's product portfolio and deliver a growing array of biological products; and respond to new demands for delivery devices, dosing, and packaging aimed at meeting the needs of individual patients.

We've also strengthened our Quality organization, along with the systems, processes, and mindset necessary to ensure consistent performance in manufacturing and across the company.

Even in the midst of transformation, over the past five years the people of Lilly manufacturing have improved safety and quality, driven productivity gains, and maintained reliable supply, all the while delivering a growing and increasingly complex product portfolio. (See graphic on page 11.)

In particular, our colleagues in Indianapolis and Puerto Rico are working to streamline our insulin manufacturing processes to prepare for the production of our basal insulins and to meet growing global demand. The plan includes technical initiatives to improve production processes, expand capacity, and prepare for the launches of a series of new medicines.

More broadly, we're expanding our capacity in active pharmaceutical ingredient (API) production, sterile injectable product operations, and device manufacturing to deliver new biological products—including Trulicity and Cyramza and others in late-stage development, such as necitumumab and ixekizumab. At the same time, small molecules remain an important part of our pipeline, product portfolio, and manufacturing focus.

In 2014, our Global Manufacturing operations comprised 27 internal sites in 13 countries and a large network of partners. We continue to make major investments around the world. In Kinsale, Ireland, we've expanded and transformed a small-molecule site to a state-of-the-art facility that produces both small molecules and biologics. In Suzhou, China, we're constructing a new insulin formulation and filling facility to respond to significant demand in that country for our insulin products. We're also expanding sterile injectable product manufacturing capacity in Sesto, Italy, and Fegersheim, France, as well as in Indianapolis.

Most importantly, we've built a solid culture rooted in technical excellence and continuous improvement. A skilled and engaged workforce has delivered year-on-year progress in quality and safety and has achieved a strong record of compliance. We maintained this record through 2014, a year when pre-approval inspections in preparation for new product launches drove a 30 percent increase in regulatory inspections at our sites.



"We make medicine, and people's lives depend on it every day, so it has to be right every time. That's why our commitment to safety and quality is critical and is at the center of everything we do." — Maria Crowe, President, Manufacturing Operations

Lilly Manufacturing Performance (2010-2014)¹

We improved safety...



Serious Injury Rate
45%
decline

...maintained a strong compliance record...



INSPECTIONS
OF OUR SITES
BY REGULATORY
AGENCIES

✓ **350**
quality inspections

✓ **420**
health, safety, and
environment inspections

...and a high level of service...



OSSCE
Service
Rating²
96%
(Class A)

...while delivering a growing, more complex product portfolio.



Product Orders
Fulfilled
12.7m



Batches
Produced
37%
increase



End Items
(SKUs)
12%
increase



Molecular
Entities
121%
increase

We've improved our environmental performance...

ENVIRONMENTAL IMPACT/SUSTAINABILITY (2007-2013)



17%
improvement in
energy efficiency



35%
reduction in
water intake

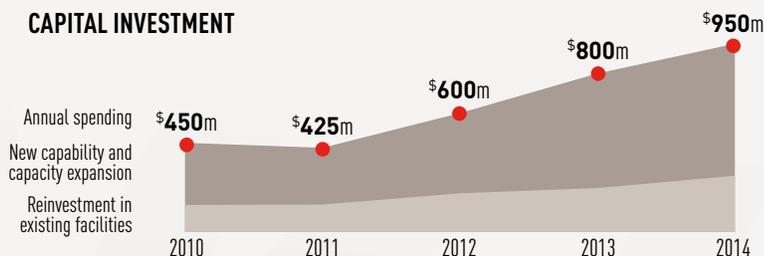


73%
reduction in waste
to landfills

\$185m
in savings from
these efforts

...invested \$3.2B in our manufacturing facilities...

CAPITAL INVESTMENT



...and increased productivity.

6σ
SIX-SIGMA
PROGRAM

Projects Completed
1,700
Financial Benefits:
\$770m

¹ Includes both human pharmaceutical and animal health manufacturing; time period unless otherwise noted. ² Product supply to first-paying-customer remained above 95%, the Operation Standards for Supply Chain Excellence standard for "A Class," through this period.

Pipeline of Molecules in Clinical Development

REGULATORY REVIEW

Necitumumab squamous NSCLC

■ New Chemical Entity

■ New Biological Entity

■ Diagnostic

*Commercial collaboration

PHASE III

Abemaciclib metastatic breast cancer/NSCLC	Baricitinib rheumatoid arthritis	Evacetrapib high-risk vascular disease	Tanezumab* pain	Ixekizumab psoriasis/PsA	Solanezumab Alzheimer's disease
Basal insulin peglispro diabetes					

PHASE II

PCSK9 MAb cardiovascular disease	Oxyntomodulin peptide diabetes	Glucagon-R antagonist diabetes	Florbenazine imaging agent Parkinson's disease	TGFα/Epireg MAb chronic kidney disease	CGRP MAB migraine prevention
Blosozumab osteoporosis	Myostatin MAb disuse atrophy	NOC-1 antagonist depression	Zosano-PTH micro-needle patch osteoporosis	Tau imaging agent Alzheimer's disease	Chk1 inhibitor cancer
BACE - AZD3293* Alzheimer's disease	c-Met inhibitor cancer	c-Met MAB cancer	Galunisertib cancer	Hedgehog/SMO antagonist cancer	Ferroportin MAB anemia
p38 MAPK inhibitor cancer	Olaratumab cancer	FGF receptor inhibitor cancer	Edivoxetine CNS disorder		

The Lilly pipeline currently includes 57 molecules in clinical development, including eight molecules in Phase III or regulatory review, 22 in Phase II, and 27 in Phase I. Since our last annual report, seven new molecules advanced into Phase I testing; three advanced into Phase II testing; one molecule—abemaciclib, our CDK 4/6 dual inhibitor—entered Phase III; necitumumab was submitted for regulatory approval; and four new molecular entities were approved for marketing in at least one major geography, including empagliflozin and insulin glargine (in collaboration with Boehringer Ingelheim), dulaglutide, and ramcirumab. We terminated development of eight molecules, including tabalumab, which was being evaluated in Phase III trials for lupus. Additional information and updates are available on the Lilly Interactive Pipeline at www.lilly.com.

PHASE I

chronic kidney disease	hypoglycemia	cardiovascular	diabetic nephropathy	N3pG-Aβ MAB Alzheimer's disease	diabetes
diabetes	diabetes	ulcerative colitis	NOTCH inhibitor cancer	P13 kinase/mTOR dual inhibitor cancer	Pomaglumetad methionil CNS disorder
CSF-1R MAB cancer	lupus	anemia in CKD	Crohn's disease	mGlu2/3 agonist chronic pain	VEGFR-3 MAB cancer
p70S6/AKT dual inhibitor cancer	muscle atrophy	MET/EGFR bispecific antibody cancer	hypertension	Pan-Raf inhibitor cancer	rheumatoid arthritis
BACE inhibitor Alzheimer's disease	mGlu2 agonist CNS disorder	CXCR4 peptide cancer			

In 2014, Elanco delivered 102 country-level approvals. These products provided comprehensive solutions for customers and veterinarians to help improve the lives and health of animals. Many of the approvals came in countries within Asia and Western Europe, bringing products that enhance the health, well-being, and performance of livestock and pets.

Information is current as of February 14, 2015. The search for new medicines is risky and uncertain, and there are no guarantees. Remaining scientific, regulatory, or commercial hurdles may cause pipeline compounds to be delayed or to fail to reach the market.

Forward-Looking Statements

This Annual Report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (Exchange Act). Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as “may,” “believe,” “will,” “expect,” “project,” “estimate,” “intend,” “anticipate,” “plan,” “continue,” or similar expressions.

In particular, information appearing under “Business,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” includes forward-looking statements. Forward-looking statements inherently involve many risks and uncertainties that could cause actual results to differ materially from those projected in these statements. Where, in any forward-looking statement, we express an expectation or belief as to future results or events, it is based on management’s current plans and expectations, expressed in good faith and believed to have a reasonable basis. However, we can give no assurance that any such expectation or belief will result or will be achieved or accomplished. The following include some but not all of the factors that could cause actual results or events to differ materially from those anticipated:

- the timing of anticipated regulatory approvals and launches of new products;
- market uptake of recently launched products;
- competitive developments affecting current products;
- the expiration of intellectual property protection for certain of our products;
- our ability to protect and enforce patents and other intellectual property;
- the impact of governmental actions regarding pricing, importation, and reimbursement for pharmaceuticals, including U.S. health care reform;
- regulatory compliance problems or government investigations;
- regulatory actions regarding currently marketed products;
- unexpected safety or efficacy concerns associated with our products;
- issues with product supply stemming from manufacturing difficulties or disruptions;
- regulatory changes or other developments;
- changes in patent law or regulations related to data-package exclusivity;
- litigation involving current or future products as we are self-insured;
- unauthorized disclosure or misappropriation of trade secrets or other confidential data stored in our information systems and networks;
- changes in tax law;
- changes in inflation, interest rates, and foreign currency exchange rates;
- asset impairments and restructuring charges;
- changes in accounting standards promulgated by the Financial Accounting Standards Board and the Securities and Exchange Commission (SEC);
- acquisitions and business development transactions; and
- the impact of global macroeconomic conditions.

Investors should not place undue reliance on forward-looking statements. You should carefully read the factors described in the “Risk Factors” section of this Annual Report for a description of certain risks that could, among other things, cause our actual results to differ from these forward-looking statements.

All forward-looking statements speak only as of the date of this report and are expressly qualified in their entirety by the cautionary statements included in this report. Except as is required by law, we expressly disclaim any obligation to publicly release any revisions to forward-looking statements to reflect events after the date of this report.

Business

Eli Lilly and Company (the “company” or “registrant” or “Lilly”) was incorporated in 1901 in Indiana to succeed to the drug manufacturing business founded in Indianapolis, Indiana, in 1876 by Colonel Eli Lilly. We discover, develop, manufacture, and market products in two business segments—human pharmaceutical products and animal health products.

The mission of our human pharmaceutical business is to make medicines that help people live longer, healthier, more active lives. Our vision is to make a significant contribution to humanity by improving global health in the 21st century. Most of the products we sell today were discovered or developed by our own scientists, and our success depends to a great extent on our ability to continue to discover, develop, and bring to market innovative new medicines.

Our animal health business, operating through our Elanco division, develops, manufactures, and markets products for both food animals and companion animals.

We manufacture and distribute our products through facilities in the United States (U.S.), Puerto Rico, and 11 other countries. Our products are sold in approximately 120 countries.

Subsequent Event - Novartis Animal Health Acquisition

On January 1, 2015, we completed our acquisition of Novartis Animal Health (Novartis AH) in an all-cash transaction for approximately \$5.4 billion. Novartis AH operates in approximately 40 countries. We acquired Novartis AH’s nine manufacturing sites, six dedicated research and development facilities, a global commercial infrastructure with a portfolio of approximately 600 products, a pipeline with more than 40 projects in development, and more than 3,000 employees. The combined organization is expected to increase our animal health product portfolio, expand our global commercial presence, and augment our animal health manufacturing and research and development. In particular, it is expected to provide Elanco with a greater commercial presence in the companion animal and swine markets, expand Elanco’s presence in equine and vaccines areas, and create an entry into the aquaculture market. As a condition to the clearance of the transaction under the Hart-Scott-Rodino Antitrust Improvement Act, following the closing of the acquisition of Novartis AH, we divested certain companion animal assets in the U.S. related to the Sentinel[®] canine parasiticide franchise to Virbac Corporation for approximately \$410 million.

Human Pharmaceutical Products

Our human pharmaceutical products include:

Endocrinology products, including:

- *Humalog[®]*, *Humalog Mix 75/25[™]*, and *Humalog Mix 50/50[™]*, insulin analogs for the treatment of diabetes
- *Humulin[®]*, human insulin of recombinant DNA origin for the treatment of diabetes
- *Trajenta[®]*, for the treatment of type 2 diabetes
- *Jentadueto[®]*, a combination tablet of linagliptin (Trajenta) and metformin hydrochloride for use in the treatment of type 2 diabetes
- *Jardiance[®]*, for the treatment of type 2 diabetes (approved in the U.S., Europe, and Japan in 2014)
- *Trucility[™]*, for the treatment of type 2 diabetes (approved in the U.S. and Europe in 2014)
- *Glyxambi[®]*, a combination tablet of linagliptin and empagliflozin (Jardiance) for the treatment of type 2 diabetes (approved in the U.S. in January 2015)
- *Forteo[®]*, for the treatment of osteoporosis in postmenopausal women and men at high risk for fracture and for glucocorticoid-induced osteoporosis in men and postmenopausal women
- *Evista[®]*, for the prevention and treatment of osteoporosis in postmenopausal women and for the reduction of the risk of invasive breast cancer in postmenopausal women with osteoporosis and postmenopausal women at high risk for invasive breast cancer

- *Humatrope*[®], for the treatment of human growth hormone deficiency and certain pediatric growth conditions
- *Axiron*[®], a topical solution of testosterone, applied by underarm applicator, for replacement therapy in men for certain conditions associated with a deficiency or absence of testosterone

Neuroscience products, including:

- *Cymbalta*[®], for the treatment of major depressive disorder, diabetic peripheral neuropathic pain, generalized anxiety disorder, and in the U.S. for the management of fibromyalgia and of chronic musculoskeletal pain due to chronic low back pain or chronic pain due to osteoarthritis
- *Zyprexa*[®], for the treatment of schizophrenia, acute mixed or manic episodes associated with bipolar I disorder, and bipolar maintenance
- *Strattera*[®], for the treatment of attention-deficit hyperactivity disorder
- *Prozac*[®], for the treatment of major depressive disorder, obsessive-compulsive disorder, bulimia nervosa, and panic disorder
- *Amyvid*[®], a radioactive diagnostic agent for positron emission tomography imaging of beta-amyloid neuritic plaques in the brains of adult patients with cognitive impairment who are being evaluated for Alzheimer's disease and other causes of cognitive decline

Oncology products, including:

- *Alimta*[®], for the first-line treatment, in combination with another agent, of advanced non-small cell lung cancer (NSCLC) for patients with non-squamous cell histology; for the second-line treatment of advanced non-squamous NSCLC; as monotherapy for the maintenance treatment of advanced non-squamous NSCLC in patients whose disease has not progressed immediately following chemotherapy treatment; and in combination with another agent, for the treatment of malignant pleural mesothelioma
- *Erbix*[®], indicated both as a single agent and with another chemotherapy agent for the treatment of certain types of colorectal cancers; and as a single agent or in combination with radiation therapy for the treatment of certain types of head and neck cancers
- *Gemzar*[®], for the treatment of pancreatic cancer; in combination with other agents, for the treatment of metastatic breast cancer, NSCLC, and advanced or recurrent ovarian cancer; and in the European Union (EU) for the treatment of bladder cancer
- *Cyramza*[®], approved in 2014 in the U.S. and the EU both as a single agent and in combination with another agent for advanced or metastatic gastric cancer; and approved in 2014 in the U.S. in combination with another agent as a second-line treatment of metastatic NSCLC

Cardiovascular products, including:

- *Cialis*[®], for the treatment of erectile dysfunction and benign prostatic hyperplasia
- *Effient*[®], for the reduction of thrombotic cardiovascular events (including stent thrombosis) in patients with acute coronary syndrome who are managed with an artery-opening procedure known as percutaneous coronary intervention (PCI), including patients undergoing angioplasty, atherectomy, or stent placement
- *ReoPro*[®], for use as an adjunct to PCI for the prevention of cardiac ischemic complications

Animal Health Products

Our products for food animals include:

- *Rumensin*[®], a cattle feed additive that improves feed efficiency and growth and also controls and prevents coccidiosis
- *Posilac*[®], a protein supplement to improve milk productivity in dairy cows
- *Paylean*[®] and *Optaflexx*[®], leanness and performance enhancers for swine and cattle, respectively
- *Tylan*[®], an antibiotic used to control certain diseases in cattle, swine, and poultry
- *Micotil*[®], *Pulmotil*[®], and *Pulmotil AC*[™], antibiotics used to treat respiratory disease in cattle, swine, and poultry, respectively
- *Coban*[®], *Monteban*[®], and *Maxiban*[®], anticoccidial agents for use in poultry
- *Surmax*[™] (sold as *Maxus*[™] in some countries), a performance enhancer for swine and poultry

Our products for companion animals include:

- *Trifexis*[®], a monthly chewable tablet for dogs that kills fleas, prevents flea infestations, prevents heartworm disease, and controls intestinal parasite infections
- *Comfortis*[®], a chewable tablet that kills fleas and prevents flea infestations on dogs

Recently acquired Novartis AH products include:

- *Denagard*[®], an antibiotic for the control and treatment of respiratory and enteric diseases in swine and poultry
- *Milbemax*[®], a broad spectrum intestinal wormer which, if given monthly, also offers prevention against heartworm
- *Sentinel* (outside the U.S.), a monthly tablet for the prevention of flea populations, the concurrent prevention of heartworm disease and the treatment of roundworms, hookworms, and whipworms in dogs
- *Atopica*[®], for the treatment of chronic manifestations of atopic dermatitis in dogs and for the symptomatic treatment of chronic allergic dermatitis in cats
- *Fortekor*[™], for the treatment of congestive heart failure in dogs and reduction of proteinuria associated with chronic kidney disease in cats

Marketing

We sell most of our products worldwide. We adapt our marketing methods and product emphasis in various countries to meet local needs.

Human Pharmaceuticals—United States

In the U.S., we distribute human pharmaceutical products principally through independent wholesale distributors, with some sales directly to pharmacies. In 2014, 2013, and 2012, three wholesale distributors in the U.S.—AmerisourceBergen Corporation, McKesson Corporation, and Cardinal Health, Inc.—each accounted for between 8 percent and 19 percent of our consolidated total revenue. No other distributor accounted for more than 10 percent of consolidated total revenue in any of those years.

We promote our major human pharmaceutical products in the U.S. through sales representatives who call upon physicians and other health care professionals. We advertise in medical journals, distribute literature and samples of certain products to physicians, and exhibit at medical meetings. In addition, we advertise certain products directly to consumers in the U.S., and we maintain websites with information about our major products. We supplement our employee sales force with contract sales organizations as appropriate to leverage our own resources and the strengths of our partners in various markets.

We maintain special business groups to service wholesalers, pharmacy benefit managers, managed care organizations (MCOs), government and long-term care institutions, hospitals, and certain retail pharmacies. We enter into arrangements with these organizations providing for discounts or rebates on our products.

Human Pharmaceuticals—Outside the United States

Outside the U.S., we promote our human pharmaceutical products primarily through sales representatives. While the products marketed vary from country to country, endocrinology products constitute the largest single group in total revenue. Distribution patterns vary from country to country. In most countries in which we operate, we maintain our own sales organizations, but in some smaller countries we market our products through independent distributors.

Human Pharmaceutical Marketing Collaborations

Certain of our human pharmaceutical products are marketed in arrangements with other pharmaceutical companies, including the following:

- Trajenta, Jentadueto, Jardiance, and Glyxambi are being jointly developed and commercialized with us by Boehringer Ingelheim. Our collaboration with Boehringer Ingelheim also covers two potential future diabetes products: our new insulin glargine product and a fixed-dose combination of empagliflozin and metformin hydrochloride.
- We co-promote Cymbalta in Japan with Shionogi & Co. Ltd.
- Erbitux is marketed in the U.S. and Canada by Bristol-Myers Squibb. We have the option to co-promote Erbitux in the U.S. and Canada. Outside the U.S. and Canada, Erbitux is commercialized by Merck KGaA. We receive royalties from Bristol-Myers Squibb and Merck KGaA.
- Effient is co-promoted with us by Daiichi Sankyo or affiliated companies in the U.S., major European markets, Brazil, Mexico, and certain other countries. We retain sole marketing rights in Canada, Australia, Russia, and certain other countries. Daiichi Sankyo retains sole marketing rights in Japan and certain other countries.

Animal Health Products

Our Elanco animal health business unit employs field salespeople throughout the U.S. and has an extensive sales force outside the U.S. Elanco sells its products primarily to wholesale distributors. Elanco promotes its products primarily to producers and veterinarians for food animal products and to veterinarians for companion animal products. Elanco also advertises certain companion animal products directly to pet owners.

Competition

Our human pharmaceutical products compete globally with products of many other companies in highly competitive markets. Our animal health products compete globally with products of animal health care companies as well as pharmaceutical, chemical, and other companies that operate animal health businesses.

Important competitive factors for both human pharmaceutical and animal health products include effectiveness, safety, and ease of use; price and demonstrated cost-effectiveness; marketing effectiveness; and research and development of new products, processes, and uses. Most new products that we introduce must compete with other branded or generic products already on the market or products that are later developed by competitors. If competitors introduce new products or delivery systems with therapeutic or cost advantages, our products can be subject to decreased sales, progressive price reductions, or both.

We believe our long-term competitive success depends upon discovering and developing (either alone or in collaboration with others) or acquiring innovative, cost-effective human pharmaceutical and animal health products that provide improved outcomes and deliver value to payers, together with our ability to continuously improve the productivity of our operations in a highly competitive environment. There can be no assurance that our research and development efforts will result in commercially successful products, and it is possible that our products will become uncompetitive from time to time as a result of products developed by our competitors.

Generic Pharmaceuticals

One of the biggest competitive challenges we face is from generic pharmaceuticals. In the U.S. and the EU, the regulatory approval process for human pharmaceuticals (other than biological products (biologics)) exempts generics from costly and time-consuming clinical trials to demonstrate their safety and efficacy, allowing generic manufacturers to rely on the safety and efficacy of the innovator product. Therefore, generic manufacturers generally invest far less than we do in research and development and can price their products much lower than our branded products. Accordingly, when a branded non-biologic human pharmaceutical loses its market exclusivity, it normally faces intense price competition from generic forms of the product. Public and private payers typically encourage the use of generics as alternatives to brand-name drugs in their healthcare programs. Laws in the U.S. generally allow, and in many cases require, pharmacists to substitute generic drugs that have been rated under government procedures to be essentially equivalent to a brand-name drug. Where substitution is mandatory, it must be made unless the prescribing physician expressly forbids it. In many countries outside the U.S., intellectual property protection is weak and we must compete with generic or counterfeit versions of our products. Many of our animal health products also compete with generics.

Biosimilars

Several of our current products, including Cyramza, Erbitux, and ReoPro, and many of the new molecular entities (NMEs) in our research pipeline are biologics. Competition for Lilly's biologics may be affected by the approval of follow-on biologics, also known as biosimilars. A biosimilar is a biologic for which marketing approval is granted based on less than a full safety and efficacy package due to the physical/structural similarity of the biosimilar to an already-approved biologic as well as reliance on the finding of safety and efficacy of the already-approved product. Globally, governments have or are developing regulatory pathways to approve biosimilars as alternatives to innovator-developed biologics, but the patent for the existing, branded product must expire in a given market before biosimilars may enter that market. The extent to which a biosimilar, once approved, will be substituted for the innovator biologic in a way that is similar to traditional generic substitution for non-biologic products, is not yet entirely clear, and will depend on a number of regulatory and marketplace factors that are still developing.

Biosimilars may present both competitive challenges and opportunities. For example, with our partner Boehringer Ingelheim we have developed a new insulin glargine product which has the same amino acid sequence as the currently marketed product. Our product has received marketing approval in the EU and tentative approval in the U.S. We intend to begin European launches later in 2015 following expiration of the compound patent for insulin glargine.

Managed Care Organizations

The growth of MCOs in the U.S. is also a major factor in the competitive marketplace for human pharmaceuticals. It is estimated that approximately two-thirds of the U.S. population now participates in some version of managed care. MCOs can include medical insurance companies, medical plan administrators, health-maintenance organizations, Medicare Part D prescription drug plans, alliances of hospitals and physicians, and other physician organizations. MCOs have been consolidating into fewer, larger entities, thus enhancing their purchasing strength and importance.

MCOs typically maintain formularies specifying which drugs are covered under their plans. Exclusion of a drug from a formulary can lead to its sharply reduced usage in the MCO patient population. Consequently, pharmaceutical companies compete aggressively to have their branded products included. Where possible, companies compete for inclusion based upon unique features of their products, such as greater efficacy, fewer side effects, or greater patient ease of use. A lower overall cost of therapy is also an important factor. Price is becoming an increasingly important factor in MCO formulary decisions, particularly in treatment areas in which the MCO has taken the position that multiple branded products are therapeutically comparable. As noted above, generic drugs typically have lower costs than brand-name drugs. MCOs often favor generics for this reason.

Patents, Trademarks, and Other Intellectual Property Rights

Overview

Intellectual property protection is critical to our ability to successfully commercialize our life sciences innovations and invest in the search for new medicines. We own, have applied for, or are licensed under, a large number of patents in the U.S. and many other countries relating to products, product uses, formulations, and manufacturing processes. In addition, as discussed below, for some products we have additional effective intellectual property protection in the form of data protection under pharmaceutical regulatory laws.

The patent protection anticipated to be of most relevance to human pharmaceuticals is provided by national patents claiming the active ingredient (the compound patent), particularly those in major markets such as the U.S., various European countries, and Japan. These patents may be issued based upon the filing of international patent applications, usually filed under the Patent Cooperation Treaty (PCT). Patent applications covering the compounds are generally filed during the Discovery Research Phase of the drug discovery process, which is described in the “Research and Development” section of “Business.” In general, national patents in each relevant country are available for a period of 20 years from the filing date of the PCT application, which is often years prior to the launch of a commercial product. Further patent term adjustments and restorations may extend the original patent term:

- Patent term adjustment is a statutory right available to all U.S. patent applicants to provide relief in the event that a patent is delayed during examination by the U.S. Patent and Trademark Office.
- Patent term restoration is a statutory right provided to U.S. patents that claim inventions subject to review by the U.S. Food and Drug Administration (FDA). A single patent for a human pharmaceutical product may be eligible for patent term restoration to make up for a portion of the time invested in clinical trials and the FDA review process. Patent term restoration is limited by a formula and cannot be calculated until product approval due to uncertainty about the duration of clinical trials and the time it takes the FDA to review an application. There is a five-year cap on any restoration, and no patent may be extended for more than 14 years beyond FDA approval. Some countries outside the U.S. also offer forms of patent term restoration. For example, Supplementary Protection Certificates are sometimes available to extend the life of a European patent up to an additional five years. Similarly, in Japan, Korea, and Australia, patent terms can be extended up to five years, depending on the length of regulatory review and other factors.

Loss of effective patent protection for human pharmaceuticals typically results in the loss of effective market exclusivity for the product, which can result in severe and rapid decline in sales of the product. However, in some cases the innovator company may be protected from approval of generic or other follow-on versions of a new medicine beyond the expiration of the compound patent through manufacturing trade secrets, later-expiring patents on methods of use or formulations, or data protection that may be available under pharmaceutical regulatory laws. The primary forms of data protection are as follows:

- Regulatory authorities in major markets generally grant data package protection for a period of years following new drug approvals in recognition of the substantial investment required to complete clinical trials. Data package protection prohibits other manufacturers from submitting regulatory applications for marketing approval based on the innovator company’s regulatory submission data for the drug. The base period of data package protection depends on the country. For example, the period is five years in the U.S. (12 years for new biologics as described below), 10 years in the EU, and eight years in Japan. The period begins on the date of product approval and runs concurrently with the patent term for any relevant patent.
- Under the Biologics Price Competition and Innovation Act (enacted in the U.S. in 2010), the FDA has the authority to approve similar versions (biosimilars) of innovative biologics. A competitor seeking approval of a biosimilar must file an application to show its molecule is highly similar to an approved innovator biologic, address the challenges of biologics manufacturing, and include a certain amount of safety and efficacy data which the FDA will determine on a case-by-case basis. Under the data protection provisions of this law, the FDA cannot approve a biosimilar application until 12 years after initial marketing approval of the innovator biologic, subject to certain conditions.

- In the U.S., the FDA has the authority to grant additional data protection for approved drugs where the sponsor conducts specified testing in pediatric or adolescent populations. If granted, this “pediatric exclusivity” provides an additional six months, which are added to the term of data protection as well as to the term of any relevant patents, to the extent these protections have not already expired.
- Under the U.S. orphan drug law, a specific use of a drug or biological product can receive “orphan” designation if it is intended to treat a disease or condition affecting fewer than 200,000 people in the U.S., or affecting more than 200,000 people but not reasonably expected to recover its development and marketing costs through U.S. sales. Among other benefits, orphan designation entitles the particular use of the drug to seven years of market exclusivity, meaning that the FDA cannot (with limited exceptions) approve another marketing application for the same drug for the same indication until expiration of the seven-year period. Unlike pediatric exclusivity, the orphan exclusivity period is independent of and runs in parallel with any applicable patents.

Outside the major markets, the adequacy and effectiveness of intellectual property protection for human pharmaceuticals varies widely. Under the Trade-Related Aspects of Intellectual Property Agreement (TRIPs) administered by the World Trade Organization, more than 140 countries have agreed to provide non-discriminatory protection for most pharmaceutical inventions and to assure that adequate and effective rights are available to patent owners. Because of TRIPs transition provisions, dispute resolution mechanisms, substantive limitations, and ineffectual implementation, it is difficult to assess when and how much we will benefit commercially from this protection.

Certain of our Elanco animal health products are covered by patents or other forms of intellectual property protection. Historically, upon loss of effective market exclusivity for our animal health products, we have not generally experienced the rapid and severe declines in revenues that are common in the human pharmaceutical segment.

There is no assurance that the patents we are seeking will be granted or that the patents we hold would be found valid and enforceable if challenged. Moreover, patents relating to particular products, uses, formulations, or processes do not preclude other manufacturers from employing alternative processes or marketing alternative products or formulations that compete with our patented products. In addition, competitors or other third parties sometimes may assert claims that our activities infringe patents or other intellectual property rights held by them, or allege a third-party right of ownership in our existing intellectual property.

Our Intellectual Property Portfolio

We consider intellectual property protection for certain products, processes, and uses—particularly those products discussed below—to be important to our operations. For many of our products, in addition to the compound patent, we hold other patents on manufacturing processes, formulations, or uses that may extend exclusivity beyond the expiration of the compound patent.

The most relevant U.S. patent protection or data protection for our larger or recently launched patent-protected marketed products is as follows:

- Alimta is protected by a compound patent (2016) plus pediatric exclusivity (2017), and a vitamin dosage regimen patent (2021) plus pediatric exclusivity (2022).
- Cialis is protected by compound and use patents (2017).
- Cyramza is protected by biologics data package protection (2026).
- Effient is protected by a compound patent (2017) and patents covering methods of using Effient with aspirin (2022).
- Forteo is protected by patents primarily covering its formulation and related processes (2018) and use patents (2019).
- Jardiance is protected by a compound patent (2025 not including possible patent extension).
- Strattera is protected by a patent covering its use in treating attention deficit-hyperactivity disorder (2016) plus pediatric exclusivity (2017).

- Trajenta and Jentadueto are protected by a compound patent (2023), and Boehringer Ingelheim has applied for a patent extension to 2025 under the patent restoration laws.
- Trulicity is protected by a compound patent (2024 not including possible patent extension).

Outside the U.S., important patent protection or data protection includes:

- Alimta in major European countries (compound patent December 2015, vitamin dosage regimen patent 2021) and Japan (compound patent December 2015, patent covering use to treat cancer concomitantly with vitamins 2021).
- Cialis in major European countries (compound patent 2017).
- Cymbalta in Japan (data package protection 2018). In major European countries, our Cymbalta data package protection expired in 2014, and we expect the first entry of generic competitors in 2015.
- Forteo in Japan (data package protection 2018; patent covering its formulation and related process 2019).
- Zyprexa in Japan (compound patent December 2015).

Necitumumab, our NME that has been submitted for regulatory review, is protected by a compound patent (2025 not including possible patent extension), and upon U.S. approval, would be protected for 12 years by biologics data package protection. See "Management's Discussion and Analysis—Late-Stage Pipeline", for more information about this molecule.

Worldwide, we sell all of our major products under trademarks that we consider in the aggregate to be important to our operations. Trademark protection varies throughout the world, with protection continuing in some countries as long as the mark is used, and in other countries as long as it is registered. Registrations are normally for fixed but renewable terms.

Patent Licenses

Most of our major products were discovered in our own laboratories and are not subject to significant license agreements. Two of our largest products, Cialis and Alimta, are subject to patent assignments or licenses granted to us by others.

- The compound patent for Cialis is the subject of a license agreement with GlaxoSmithKline (Glaxo), which assigns to us exclusively all rights in the compound. The agreement calls for royalties of a single-digit percentage of net sales. The agreement is not subject to termination by Glaxo for any reason other than a material breach by Lilly of the royalty obligation, after a substantial cure period.
- The compound patent for Alimta is the subject of a license agreement with Princeton University, granting us an irrevocable exclusive worldwide license to the compound patents for the lives of the patents in the respective territories. The agreement calls for royalties of a single-digit percentage of net sales. The agreement is not subject to termination by Princeton for any reason other than a material breach by Lilly of the royalty obligation, after a substantial cure period. Alimta is also the subject of a worldwide, nonexclusive license to certain patents owned by Takeda Pharmaceutical Company Limited. The agreement calls for royalties of a single-digit percentage of net sales in countries covered by a relevant patent. The agreement is subject to termination for material default and failure to cure by Lilly and in the event that Lilly becomes bankrupt or insolvent.

Patent Challenges

In the U.S., the Drug Price Competition and Patent Term Restoration Act of 1984, commonly known as the Hatch-Waxman Act, made a complex set of changes to both patent and new-drug-approval laws for human pharmaceuticals. Before the Hatch-Waxman Act, no drug could be approved without providing the FDA complete safety and efficacy studies, i.e., a complete New Drug Application (NDA). The Hatch-Waxman Act authorizes the FDA to approve generic versions of innovative human pharmaceuticals (other than biologics) without such information by filing an Abbreviated New Drug Application (ANDA). In an ANDA, the generic manufacturer must demonstrate only "bioequivalence" between the generic version and the NDA-approved drug—not safety and efficacy.

Absent a patent challenge, the FDA cannot approve an ANDA until after the innovator's patents expire. However, after the innovator has marketed its product for four years, a generic manufacturer may file an ANDA alleging that one or more of the patents listed in the innovator's NDA are invalid or not infringed. This allegation is commonly known as a "Paragraph IV certification." The innovator must then file suit against the generic manufacturer to protect its patents. The FDA is then prohibited from approving the generic company's application for a 30- to 42-month period (which can be shortened or extended by the trial court judge hearing the patent challenge). If one or more of the NDA-listed patents are challenged, the first filer(s) of a Paragraph IV certification may be entitled to a 180-day period of market exclusivity over all other generic manufacturers.

Generic manufacturers use Paragraph IV certifications extensively to challenge patents on innovative human pharmaceuticals. In addition, generic companies have shown an increasing willingness to launch "at risk," i.e., after receiving ANDA approval but before final resolution of their patent challenge. For example, we are currently in litigation with numerous generic manufacturers arising from their Paragraph IV certifications challenging the vitamin dosage regimen patent for Alimta. For more information on Hatch-Waxman litigation involving the company, see "Financial Statements and Supplementary Data—Note 15, Contingencies."

Outside the U.S., the legal doctrines and processes by which pharmaceutical patents can be challenged vary widely. In recent years, we have experienced an increase in patent challenges from generic manufacturers in many countries outside the U.S., and we expect this trend to continue. For more information on administrative challenges and litigation involving our Alimta vitamin dosage regimen patents in Europe and Japan, see "Financial Statements and Supplementary Data—Note 15, Contingencies."

Government Regulation

Regulation of Our Operations

Our operations are regulated extensively by numerous national, state, and local agencies. The lengthy process of laboratory and clinical testing, data analysis, manufacturing development, and regulatory review necessary for governmental approvals is extremely costly and can significantly delay product introductions. Promotion, marketing, manufacturing, and distribution of human pharmaceutical and animal health products are extensively regulated in all major world markets. We conduct extensive post-marketing surveillance of the safety of the products we sell. In addition, our operations are subject to complex federal, state, local, and foreign laws and regulations concerning the environment, occupational health and safety, and privacy. Animal health product regulations address the administration of the product in or on the animal, and in the case of food animal products, the impact on humans who consume the food as well as the impact on the environment at the production site. The laws and regulations affecting the manufacture and sale of current products and the discovery, development, and introduction of new products will continue to require substantial effort, expense, and capital investment.

Of particular importance is the FDA in the United States. Pursuant to the Federal Food, Drug, and Cosmetic Act, the FDA has jurisdiction over all of our human pharmaceutical products and certain animal health products in the U.S. and administers requirements covering the testing, safety, effectiveness, manufacturing, quality control, distribution, labeling, marketing, advertising, dissemination of information, and post-marketing surveillance of those products. The U.S. Department of Agriculture and the U.S. Environmental Protection Agency also regulate some animal health products.

The FDA extensively regulates all aspects of manufacturing quality for human pharmaceuticals under its current Good Manufacturing Practices (cGMP) regulations. Outside the U.S., our products and operations are subject to similar regulatory requirements, notably by the European Medicines Agency in the EU and the Ministry of Health, Labor and Welfare in Japan. Specific regulatory requirements vary from country to country. We make substantial investments of capital and operating expenses to implement comprehensive, company-wide quality systems in our manufacturing, product development, and process development operations to ensure sustained compliance with cGMP and similar regulations. However, in the event we fail to adhere to these requirements in the future, we could be subject to interruptions in production, fines and penalties, and delays in new product approvals. Certain of our products are manufactured by third parties, and their failure to comply with these regulations could adversely affect us through failure to supply product to us or delays in new product approvals.

The marketing, promotional, and pricing practices of human pharmaceutical manufacturers, as well as the manner in which manufacturers interact with purchasers and prescribers, are subject to various other U.S. federal and state laws, including the federal anti-kickback statute and the False Claims Act and state laws governing kickbacks, false claims, unfair trade practices, and consumer protection. These laws are administered by, among others, the Department of Justice (DOJ), the Office of Inspector General of the Department of Health and Human Services, the Federal Trade Commission, the Office of Personnel Management, and state attorneys general. Over the past several years, the FDA, the DOJ, and many of these other agencies have increased their enforcement activities with respect to pharmaceutical companies and increased the inter-agency coordination of enforcement activities. Several claims brought by these agencies against Lilly and other companies under these and other laws have resulted in corporate criminal sanctions and very substantial civil settlements.

The U.S. Foreign Corrupt Practices Act of 1977 (FCPA) prohibits certain individuals and entities, including U.S. publicly traded companies, from promising, offering, or giving anything of value to foreign officials with the corrupt intent of influencing the foreign official for the purpose of helping the company obtain or retain business or gain any improper advantage. The FCPA also imposes specific recordkeeping and internal controls requirements on U.S. publicly traded companies. As noted above, outside the U.S., our business is heavily regulated and therefore involves significant interaction with foreign officials. Additionally, in many countries outside the U.S., the health care providers who prescribe human pharmaceuticals are employed by the government and the purchasers of human pharmaceuticals are government entities; therefore, our interactions with these prescribers and purchasers are subject to regulation under the FCPA.

In addition to the U.S. application and enforcement of the FCPA, the various jurisdictions in which we operate and supply our products have laws and regulations aimed at preventing and penalizing corrupt and anticompetitive behavior. In recent years, several jurisdictions, including China, Brazil, and the United Kingdom, have enhanced their laws and regulations in this area, increased their enforcement activities, and/or increased the level of cross-border coordination and information sharing.

It is possible that we could become subject to additional administrative and legal proceedings and actions, which could include claims for civil penalties (including treble damages under the False Claims Act), criminal sanctions, and administrative remedies, including exclusion from U.S. federal and other health care programs. It is possible that an adverse outcome in future actions could have a material adverse impact on our consolidated results of operations, liquidity, and financial position.

Regulations Affecting Human Pharmaceutical Pricing, Reimbursement, and Access

In the U.S., we are required to provide rebates to the federal government and respective state governments on their purchases of our human pharmaceuticals under state Medicaid and Medicaid Managed Care programs (minimum of 23.1 percent plus adjustments for price increases over time) and rebates to private payers who cover patients in certain types of health care facilities that serve low-income and uninsured patients (known as 340B facilities). No rebates are required at this time in the Medicare Part B (physician and hospital outpatient) program where reimbursement is set on an "average selling price plus 4.3 percent" formula. Drug manufacturers are required to provide a discount of 50 percent of the cost of branded prescription drugs for Medicare Part D participants who are in the "doughnut hole" (the coverage gap in Medicare prescription drug coverage). Additionally, an annual fee is imposed on pharmaceutical manufacturers and importers that sell branded prescription drugs to specified government programs.

Rebates are also negotiated in the private sector. We give rebates to private payers who provide prescription drug benefits to seniors covered by Medicare and to private payers who provide prescription drug benefits to their customers. These rebates are affected by the introduction of competitive products and generics in the same class.

In most international markets, we operate in an environment of government-mandated cost-containment programs, which may include price controls, international reference pricing (to other countries' prices), discounts and rebates, therapeutic reference pricing (to other, often generic, pharmaceutical choices), restrictions on physician prescription levels, and mandatory generic substitution.

Globally, public and private payers are increasingly restricting access to human pharmaceuticals based on the payers' assessments of comparative effectiveness and value. The U.S. has established the Patient Centered Outcomes Research Institute (PCORI), a federally-funded, private, non-profit corporation empowered to fund and disseminate comparative effectiveness research (CER) and build infrastructure for improved outcomes analysis. While PCORI has no authority to impose formulary changes directly in government-funded health programs, they are expected to drive an increase in CER studies which payers can use for formulary decisions and/or medical societies can use to inform medical guidelines development. Many countries outside of the U.S. use formal health technology assessment processes to determine formulary placement and purchase price.

We cannot predict the extent to which our business may be affected by these or other potential future legislative or regulatory developments. However, in general we expect that state, federal, and international legislative and regulatory developments could have further negative effects on pricing and reimbursement for our human pharmaceutical products.

Research and Development

Our commitment to research and development dates back more than 100 years. We invest heavily in research and development because we believe it is critical to our long-term competitiveness. At the end of 2014, we employed approximately 8,145 people in human pharmaceutical and animal health research and development activities, including a substantial number of physicians, scientists holding graduate or postgraduate degrees, and highly skilled technical personnel. Our research and development expenses were \$4.73 billion in 2014, \$5.53 billion in 2013, and \$5.28 billion in 2012.

Our internal human pharmaceutical research focuses primarily on our core areas of cancer, diabetes, and neurodegeneration, and two emerging areas, immunology and pain. We are investing in molecules with multi-pathway pharmacological efficacy (e.g., dual-action bi-specific antibodies and antibody-drug conjugates) to expand the potential of our therapeutic portfolio. We have a strong biotechnology research program, with approximately half of our clinical-stage pipeline currently consisting of biologics. In addition to discovering and developing NMEs, we seek to expand the value of existing products through new uses, formulations, and therapeutic approaches that provide additional value to patients. Across all our therapeutic areas, we are increasingly focusing our efforts on tailored therapeutics, seeking to identify and use advanced diagnostic tools and other information to identify specific subgroups of patients for whom our medicines—or potentially those of other companies—will be the best treatment option.

To supplement our internal efforts, we collaborate with others, including academic institutions and research-based pharmaceutical and biotechnology companies. We use the services of physicians, hospitals, medical schools, and other research organizations worldwide to conduct clinical trials to establish the safety and effectiveness of our human pharmaceutical products. We actively seek out external investments in research and technologies that hold the promise to complement and strengthen our own efforts. These investments can take many forms, including licensing arrangements, co-development and co-marketing agreements, co-promotion arrangements, joint ventures, and acquisitions.

Our Elanco animal health innovation strategy is focused on identifying and developing promising technologies and potential products from internal and external sources to meet unmet veterinary needs. Our animal health scientists also leverage discoveries from our human health laboratories to develop products to enhance the health and wellbeing of livestock and pets.

Human pharmaceutical development is time-consuming, expensive, and risky. On average, only one out of many thousands of molecules discovered by researchers ultimately becomes an approved medicine. The process from discovery to regulatory approval can take 12 to 15 years or longer. Drug candidates can fail at any stage of the process, and even late-stage drug candidates sometimes fail to receive regulatory approval or achieve commercial success. After approval and launch of a product, we expend considerable resources on post-marketing surveillance and additional clinical studies to collect and understand the benefits and potential risks of medicines as they are used as therapeutics. The following describes in more detail the research and development process for human pharmaceutical products:

Phases of New Drug Development

- **Discovery Research Phase**

The earliest phase of new drug research and development, the discovery phase, can take many years. Scientists identify, design, and synthesize promising molecules, screening tens of thousands of molecules for their effect on biological “targets” that appear to play an important role in one or more diseases. Targets can be part of the body, such as a protein, receptor, or gene; or foreign, such as a virus or bacteria. Some targets have been proven to affect disease processes, but often the target is unproven and may later prove to be irrelevant to the disease or to yield insufficient clinical benefit. Molecules that have the desired effect on the target and meet other design criteria become “lead” molecules and move to the next phase of development. The probability of any one such lead molecule becoming a commercial product is extremely low.

- **Early Development Phase**

The early development phase involves refining lead molecules, understanding how to manufacture them efficiently, and completing initial testing for safety and efficacy. Safety testing is done first in laboratory tests and animals as necessary, to identify toxicity and other potential safety issues that would preclude use in humans. The first human tests (often referred to as Phase I) are normally conducted in small groups of healthy volunteers to assess safety and find the potential dosing range. After a safe dose has been established, the drug is administered to small populations of patients (Phase II) to look for initial signs of efficacy in treating the targeted disease and to continue to assess safety. In parallel, scientists work to identify safe, effective, and economical manufacturing processes. Long-term animal studies continue to test for potential safety issues. Of the molecules that enter the early development phase, typically less than 10 percent move on to the product phase. The early development phase normally takes several years to complete.

- **Product Phase**

Product phase (Phase III) molecules have already demonstrated safety and, typically, shown initial evidence of efficacy. As a result, these molecules generally have a higher likelihood of success. The molecules are tested in much larger patient populations to demonstrate efficacy to a predetermined level of statistical significance and to continue to develop the safety profile. These trials are generally global in nature and are designed to generate the data necessary to submit the molecule to regulatory agencies for marketing approval. The potential new drug is generally compared with existing competitive therapies, placebo, or both. The resulting data is compiled and submitted to regulatory agencies around the world. Phase III testing varies by disease state, but can often last from three to four years.

- **Submission Phase**

Once a molecule is submitted to regulatory agencies, the time to final marketing approval can vary from several months to several years, depending on variables such as the disease state, the strength and complexity of the data presented, the novelty of the target or compound, and the time required for the agency(ies) to evaluate the submission. There is no guarantee that a potential medicine will receive marketing approval, or that decisions on marketing approvals or indications will be consistent across geographic areas.

We believe our investments in research, both internally and in collaboration with others, have been rewarded by the large number of new molecules and new indications for existing molecules that we have in all stages of development. We currently have approximately 55 drug candidates across all stages of human testing and a larger number of projects in preclinical development. Among our new investigational molecules currently in the product phase of development or awaiting regulatory approval or launch are potential therapies for diabetes, various cancers, Alzheimer's disease, pain, high-risk vascular disease, rheumatoid arthritis, psoriasis, and psoriatic arthritis. We are studying many other drug candidates in the earlier stages of development, including molecules targeting various cancers, diabetes, neurodegeneration, pain, immunologic diseases, anemia, cardiovascular disease, musculoskeletal disorders, and renal diseases. We are also developing new uses, formulations, or delivery methods for many of these molecules as well as several currently marketed products. See "Management's Discussion and Analysis—Late-Stage Pipeline," for more information on certain of our product candidates.

Raw Materials and Product Supply

Most of the principal materials we use in our manufacturing operations are available from more than one source. However, we obtain certain raw materials principally from only one source. In the event one of these suppliers was unable to provide the materials or product, we generally seek to maintain sufficient inventory to supply the market until an alternative source of supply can be implemented. However, in the event of an extended failure of a supplier, it is possible that we could experience an interruption in supply until we established new sources or, in some cases, implemented alternative processes.

The majority of our revenue comes from products produced in our own facilities. Our principal active ingredient manufacturing occurs at four owned sites in the U.S. as well as owned sites in Ireland, Puerto Rico, and the United Kingdom. Finishing operations, including formulation, filling, assembling, delivery device manufacturing, and packaging, take place at a number of sites throughout the world. We utilize third parties for certain active ingredient manufacturing and finishing operations.

We manage our supply chain (including our own facilities, contracted arrangements, and inventory) in a way that should allow us to meet all expected product demand while maintaining flexibility to reallocate manufacturing capacity to improve efficiency and respond to changes in supply and demand. To maintain a stable supply of our products, we take a variety of actions including a company-wide, comprehensive quality system, inventory management, and back-up sites.

However, human pharmaceutical and animal health production processes are complex, highly regulated, and vary widely from product to product. Shifting or adding manufacturing capacity can be a very lengthy process requiring significant capital expenditures, process modifications, and regulatory approvals. Accordingly, if we were to experience extended plant shutdowns at one of our own facilities, extended failure of a contract supplier, or extraordinary unplanned increases in demand, we could experience an interruption in supply of certain products or product shortages until production could be resumed or expanded.

Quality Assurance

Our success depends in great measure upon customer confidence in the quality of our products and in the integrity of the data that support their safety and effectiveness. Product quality arises from a total commitment to quality in all parts of our operations, including research and development, purchasing, facilities planning, manufacturing, distribution, and dissemination of information about our medicines.

Quality of production processes involves strict control of ingredients, equipment, facilities, manufacturing methods, packaging materials, and labeling. We perform tests at various stages of production processes and on the final product to assure that the product meets all regulatory requirements and Lilly standards. These tests may involve chemical and physical chemical analyses, microbiological testing, testing in animals, or a combination. Additional assurance of quality is provided by a corporate quality-assurance group that audits and monitors all aspects of quality related to human pharmaceutical and animal health manufacturing procedures and systems in the parent company, subsidiaries and affiliates, and third-party suppliers.

Risk Factors

In addition to the other information contained in this Annual Report, the following risk factors should be considered carefully in evaluating our company. It is possible that our business, financial condition, liquidity, or results of operations could be materially adversely affected by any of these risks.

- **Pharmaceutical research and development is very costly and highly uncertain; we may not succeed in developing or acquiring commercially successful products sufficient in number or value to replace revenues of products losing intellectual property protection.**

There are many difficulties and uncertainties inherent in human pharmaceutical research and development and the introduction of new products. There is a high rate of failure inherent in new drug discovery and development. To bring a drug from the discovery phase to market typically takes over a decade and often costs well in excess of \$1 billion. Failure can occur at any point in the process, including late in the process after substantial investment. As a result, most funds invested in research programs will not generate financial returns. New product candidates that appear promising in development may fail to reach the market or may have only limited commercial success because of efficacy or safety concerns, inability to obtain necessary regulatory approvals or payer reimbursement, limited scope of approved uses, difficulty or excessive costs to manufacture, or infringement of the patents or intellectual property rights of others. Regulatory agencies are establishing increasingly high hurdles for the efficacy and safety of new products; delays and uncertainties in drug approval processes can result in delays in product launches and lost market opportunity. In addition, it can be very difficult to predict sales growth rates of new products.

We cannot state with certainty when or whether our products now under development will be approved or launched; whether we will be able to develop, license or otherwise acquire additional product candidates or products; or whether our products, once launched, will be commercially successful. We must maintain a continuous flow of successful new products and successful new indications or brand extensions for existing products sufficient both to cover our substantial research and development costs and to replace sales that are lost as profitable products lose intellectual property exclusivity or are displaced by competing products or therapies. Failure to do so in the short-term or long-term would have a material adverse effect on our business, results of operations, cash flows, financial position and prospects.

- **We face intense competition from multinational pharmaceutical companies, biotechnology companies, and lower-cost generic and biosimilar manufacturers.**

We compete with a large number of multinational pharmaceutical companies, biotechnology companies, and generic pharmaceutical companies. To compete successfully, we must continue to deliver to the market innovative, cost-effective products that meet important medical needs. Our product revenues can be adversely affected by the introduction by competitors of branded products that are perceived as superior by the marketplace, by generic or biosimilar versions of our branded products, and by generic or biosimilar versions of other products in the same therapeutic class as our branded products. Our revenues can also be adversely affected by treatment innovations that eliminate or minimize the need for treatment with drugs. See “Business—Competition,” for more details.

- **We depend on products with intellectual property protection for most of our revenues, cash flows, and earnings; we have lost or will lose effective intellectual property protection for many of those products in the next several years, which may result in rapid and severe declines in revenues.**

A number of our top-selling human pharmaceutical products have recently lost, or will lose in the next several years, significant patent protection and/or data protection in the United States (U.S.) as well as key countries outside the U.S., as illustrated in the tables below:

Product	U.S. Revenues (2014) (\$ in millions)	Percent of Worldwide Revenues (2014)	Patent / Data Protection - U.S.
Alimta	\$ 1,229.5	6%	Compound patent plus pediatric exclusivity 2017; Vitamin dosage regimen patent plus pediatric exclusivity 2022
Cialis	1,039.9	5%	Compound patent 2017
Forteo	539.0	3%	Formulation and related process patents 2018; use patents 2019
Strattera	452.5	2%	Use patent plus pediatric exclusivity 2017
Effient	394.5	2%	Compound patent 2017; use patents 2022
Evista	207.2	1%	Use patents March 2014

Product	Revenues Outside U.S. (2014) (\$ in millions)	Percent of Worldwide Revenues (2014)	Patent / Data Protection - Major Europe / Japan
Alimta	\$ 1,562.5	8%	Major European countries: compound patent December 2015, vitamin dosage regimen patent 2021 Japan: compound patent December 2015, use patent to treat cancer concomitantly with vitamins 2021
Cialis	1,251.1	6%	Major European countries: compound patent 2017
Cymbalta	1,194.2	6%	Major European countries: data package protection 2014 Japan: data package protection 2018
Zyprexa	917.5	5%	Japan: Compound patent December 2015
Forteo	783.0	4%	Japan: Data package protection 2018; formulation and related process patent 2019

Certain other significant products no longer have effective exclusivity through patent protection or data protection. For non-biological products, loss of exclusivity (whether by expiration or as a consequence of litigation) typically results in the entry of one or more generic competitors, leading to a rapid and severe decline in revenues. For biological products (such as Humalog, Humulin, and Erbitux), loss of exclusivity may or may not result in the near-term entry of competitor versions (i.e., biosimilars) due to development timelines, manufacturing challenges, and/or uncertainties in the regulatory pathways for approval of the competitor versions. See "Management's Discussion and Analysis—Executive Overview—Other Matters," and "Business—Patents, Trademarks, and Other Intellectual Property Rights," for more details.

- **Our long-term success depends on intellectual property protection; if our intellectual property rights are invalidated, circumvented, or weakened, our business will be adversely affected.**

Our long-term success depends on our ability to continually discover, develop, and commercialize innovative new pharmaceutical products. Without strong intellectual property protection, we would be unable to generate the returns necessary to support the enormous investments in research and development and capital as well as other expenditures required to bring new drugs to the market.

Intellectual property protection varies throughout the world and is subject to change over time. In the U.S., the Hatch-Waxman Act provides generic companies powerful incentives to seek to invalidate our human pharmaceutical patents; as a result, we expect that our U.S. patents on major pharmaceutical products will be routinely challenged, and there can be no assurance that our patents will be upheld. We face generic manufacturer challenges to our patents outside the U.S. as well. The entry of generic competitors typically results in rapid and severe declines in sales. In addition, competitors or other third parties may claim that our activities infringe patents or other intellectual property rights held by them. If successful, such claims could result in our being unable to market a product in a particular territory or being required to pay damages for past infringement or royalties on future sales. See "Business—Patents, Trademarks, and Other Intellectual Property Rights," and "Financial Statements and Supplementary Data—Note 15, Contingencies," for more details.

- **Our human pharmaceutical business is subject to increasing government price controls and other public and private restrictions on pricing, reimbursement, and access for our drugs.**

In the U.S., prices for specialty and brand name pharmaceuticals, congressional investigations into manufacturer's pricing policies, and the federal budget process continue to drive legislative debate. These policy and political issues increase the risk that taxes, fees, rebates or other federal measures may be enacted. As a result, pharmaceutical companies may see either a reduction in revenue or increase in expenses. President Obama's fiscal year 2016 budget includes a number of key health legislative proposals affecting biopharmaceuticals, including a reduction in biologic data exclusivity, modifications to Medicare Parts B and D, and new language that would allow the Department of Health and Human Services to negotiate prices for biologics and drugs on the specialty tier in Part D. Savings projected under these proposals are targeted as a means to fund health care expenditures, such as the Medicare Sustainable Growth Rate, and non-health care expenditures. State and federal health care proposals, including price controls, continue to be debated, and if implemented could negatively affect future consolidated results of operations.

In the U.S. private sector, the growth of managed care organizations (MCOs) is also a major factor in the competitive marketplace for human pharmaceuticals. It is estimated that approximately two-thirds of the U.S. now participates in some form of managed care. MCOs have been consolidating into fewer, larger entities, thus enhancing their purchasing strength and importance. MCOs typically maintain formularies specifying which drugs are covered under their plans. Exclusion of a drug from a formulary can lead to its sharply reduced usage in the MCO patient population. Consequently, pharmaceutical companies compete aggressively to have their branded products included. Price is becoming an increasingly important factor in MCO formulary decisions, particularly in treatment areas in which the MCO has taken the position that multiple branded products are therapeutically comparable. These downward pricing pressures could negatively affect future consolidated results of operations.

International operations also are generally subject to extensive price and market regulations. Cost-containment measures exist in a number of countries, including additional price controls and mechanisms to limit reimbursement for our products. Such policies are expected to increase in impact and reach, given the pressures on national and regional health care budgets that come from a growing aging population and ongoing economic challenges. In addition, governments in many emerging markets are becoming increasingly active in expanding health care system offerings. Given the budget challenges of increasing health care coverage for citizens, policies may be proposed that promote generics only and reduce current and future access to human pharmaceutical products.

We expect pricing, reimbursement, and access pressures from both governments and private payers inside and outside the U.S. to become more severe. See "Business—Regulations Affecting Human Pharmaceutical Pricing, Reimbursement, and Access," for more details.

- **Unanticipated changes in our tax rates or exposure to additional tax liabilities could increase our income taxes and decrease our net income.**

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Changes in the relevant tax laws, regulations, administrative practices, principles, and interpretations could adversely affect our future effective tax rates and results of operations. The U.S. and a number of other countries are actively considering changes in this regard. The Obama administration has proposed changes to the manner in which the U.S. would tax the international income of U.S.-based companies, including unremitted earnings of foreign subsidiaries. There have also been tax proposals under discussion or introduced in the U.S. Congress that could change the manner in which, and rate at which, income of U.S. companies would be taxed. While it is uncertain how the U.S. Congress may address U.S. tax policy matters in the future, reform of U.S. taxation, including taxation of international income, will continue to be a topic of discussion for the U.S. Congress and the Obama administration. Additionally, the Organisation for Economic Co-operation and Development launched and continues to advance an initiative to analyze and potentially influence international tax policy in major countries in which we operate. A significant change to the U.S. or international tax framework, including changes to the taxation of international income, could have a material adverse effect on our results of operations. See "Financial Statements and Supplementary Data—Note 13, Income Taxes," for more details.

- **Changes in foreign currency rates can significantly affect our revenue and income.**

As a global company with substantial operations outside the U.S., we face foreign currency risk exposure from fluctuating currency exchange rates, primarily the U.S. dollar against the euro, Chinese yuan, and the Japanese yen, and the British pound against the euro. While we manage a portion of these exposures through hedging and other risk management techniques, significant fluctuations in currency rates can have a substantial impact, either positive or negative, on our revenue, cost of sales, and operating expenses.

- **Regulatory compliance problems could be damaging to the company.**

The marketing, promotional, and pricing practices of human pharmaceutical manufacturers, as well as the manner in which manufacturers interact with purchasers, prescribers, and patients, are subject to extensive regulation. Many companies, including Lilly, have been subject to claims related to these practices asserted by federal, state and foreign governmental authorities, private payers, and consumers. These claims have resulted in substantial expense and other significant consequences to us. It is possible that we could become subject to such investigations and that the outcome could include criminal charges and fines, penalties, or other monetary or non-monetary remedies, including exclusion from U.S. federal and other health care programs. In addition, regulatory issues concerning compliance with current Good Manufacturing Practices regulations (and comparable foreign regulations) for pharmaceutical products can lead to product recalls and seizures, interruption of production leading to product shortages, and delays in the approvals of new products pending resolution of the issues. See "Business—Regulation of our Operations," for more details.

- **Pharmaceutical products can develop unexpected safety or efficacy concerns, which could have a material adverse effect on revenues and income.**

Human pharmaceutical products receive regulatory approval based on data obtained in controlled clinical trials of limited duration. After approval, the products are used for longer periods of time by much larger numbers of patients; we and others (including regulatory agencies and private payers) collect extensive information on the efficacy and safety of our marketed products by continuously monitoring the use of our products in the marketplace. In addition, we or others may conduct post-marketing clinical studies on efficacy and safety of our marketed products. New safety or efficacy data from both market surveillance and post-marketing clinical studies may result in product label changes that could reduce the product's market acceptance and result in declining sales. Serious safety or efficacy issues that arise after approval for marketing could result in voluntary or mandatory product recalls or withdrawals from the market. Safety issues could also result in costly product liability claims.

- **We face many product liability claims and are self-insured; we could face large numbers of claims in the future, which could adversely affect our business.**

We are subject to a substantial number of product liability claims involving primarily Byetta[®], Prozac, and Actos[®]. See “Financial Statements and Supplementary Data—Note 15, Contingencies,” for more information on our current product liability litigation. Because of the nature of pharmaceutical products, we could become subject to large numbers of product liability claims for these or other products in the future, which could require substantial expenditures to resolve and, if involving marketed products, could adversely affect sales of the product. Due to a very restrictive market for product liability insurance, we are self-insured for product liability losses for all our currently marketed products.

- **Manufacturing difficulties or disruptions could lead to product supply problems.**

Pharmaceutical manufacturing is complex and highly regulated. Manufacturing difficulties at our facilities or contracted facilities, or the failure or refusal of a contract manufacturer to supply contracted quantities, could result in product shortages, leading to lost revenue. Such difficulties or disruptions could result from quality or regulatory compliance problems, natural disasters, or inability to obtain sole-source raw or intermediate materials. In addition, given the difficulties in predicting sales of new products and the very long lead times necessary for the expansion and regulatory qualification of pharmaceutical manufacturing capacity, it is possible that we could have difficulty meeting demand for new products. See “Business—Raw Materials and Product Supply,” for more details.

- **We depend on information technology systems and infrastructure to operate our business; system inadequacies or operating failures could harm our business.**

We rely to a large extent on the efficient and uninterrupted operation of complex information technology systems and networks, some of which are within the company and some of which are outsourced. These systems and networks are potentially vulnerable to damage or interruption from a variety of sources, including energy or telecommunications failures, breakdowns, natural disasters, terrorism, war, computer malware or other malicious intrusions, and random attacks. To date, system interruptions have been infrequent and have not had a material impact on our consolidated results of operations. We have implemented extensive measures to prevent, respond to, and minimize the impact of system interruptions. However, there can be no assurance that these efforts will prevent future interruptions that would have a material adverse effect on our business.

- **The loss, theft, or inadvertent disclosure of our confidential data could impair our valuable intellectual property, harm our competitive position, and expose us to regulatory penalties and other costs.**

A great deal of confidential information owned by both Lilly and our alliances is stored in our information systems, networks, and facilities at third parties. This includes valuable trade secrets and intellectual property, corporate strategic plans, marketing plans, customer information, and personally identifiable information (such as employee and patient information). Some of this information is created, accessed, and/or maintained by third parties. The confidentiality of this information may be breached in a variety of ways, including but not limited to negligent or wrongful conduct by employees or others with permitted access to our systems and data, or wrongful conduct by certain governments, hackers, unethical competitors, or former workforce members. The rapid growth of social media exacerbates the risk of information security breaches.

The theft or unauthorized disclosure of confidential information could impair our ability to secure and maintain intellectual property rights, cause damage to company operations and reputation, and cause us to lose other competitive advantages. Unauthorized disclosure of personally identifiable information could expose us to sanctions for violations of data privacy laws and regulations and could damage the public trust in our company. Information security breaches may be very difficult to detect, and once detected, their impact may be very difficult to assess. To date, the information security breaches of which we have become aware have been infrequent in occurrence and, to the extent we have been able to measure their financial impact on our consolidated results of operations, such impact has not been material. We have invested and continue to invest to prevent, monitor, detect, and respond to information security breaches by strengthening our employee awareness and training, information technology systems, and business processes, and strengthening data protection requirements for third parties that handle our confidential information. However, despite these efforts, we expect information security breaches to continue, and there can be no assurance that these efforts will prevent information security breaches that would have a material adverse effect on our business.

- **Reliance on third-party relationships and outsourcing arrangements could adversely affect our business.**

We utilize third parties, including suppliers, alliances with other pharmaceutical and biotechnology companies, and third-party service providers, for selected aspects of product development, the manufacture and commercialization of certain products, support for information technology systems, and certain financial transactional processes. For example, we outsource the day-to-day management and oversight of our clinical trials to contract research organizations. Outsourcing these functions involves the risk that the third parties may not perform to our standards or legal requirements, may not produce reliable results, may not perform in a timely manner, may not maintain the confidentiality of our proprietary information, or may fail to perform at all. Failure of these third parties to meet their contractual, regulatory, confidentiality, or other obligations to us could have a material adverse effect on our business.

- **Our animal health segment faces risks related to increased generic competition, food and animal safety concerns, factors affecting global agricultural markets, and other risks.**

The animal health operating segment may be impacted by, among other things, increased generic competition; increased sales of companion animal products by non-veterinarian retail outlets; emerging restrictions and bans on the use of antibacterials in food-producing animals; perceived adverse effects on human health linked to the consumption of food derived from animals that utilize our products; increased regulation or decreased governmental support relating to the raising, processing, or consumption of food-producing animals; an outbreak of infectious disease carried by animals; adverse weather conditions and the availability of natural resources; adverse global economic conditions affecting agricultural markets; and failure of the research and development, acquisition, and licensing efforts to generate new products. The failure to manage these risks could have a material adverse effect on our revenues.

- **Integration of the newly-acquired Novartis Animal Health business could be disruptive to operations, and if not done properly, could lead to a failure to achieve the intended benefits of the acquisition.**

We are in the process of integrating into our operations the Novartis Animal Health business, which we purchased in January 2015. This global integration is complex and potentially disruptive to the ongoing operations of both the ongoing Elanco business and the acquired Novartis business. Unexpected delays and difficulties in integrating the two businesses could lead to additional expenses, failure to achieve expected operating efficiencies and sales synergies, and disruption to ongoing operating results.

- **Worsening economic conditions could adversely affect our business and operating results.**

While human pharmaceuticals have not generally been sensitive to overall economic cycles, prolonged economic slowdowns could lead to decreased utilization of drugs, affecting our sales volume. Declining tax revenues attributable to economic downturns increase the pressure on governments to reduce health care spending, leading to increasing government efforts to control drug prices and utilization. Additionally, some customers, including governments or other entities reliant upon government funding, may be unable to pay in a timely manner for our products. Also, if our customers, suppliers, or collaboration partners experience financial difficulties, we could experience slower customer collections, greater bad debt expense, and performance defaults by suppliers or collaboration partners.

Management's Discussion and Analysis of Results of Operations and Financial Condition

RESULTS OF OPERATIONS

Executive Overview

This section provides an overview of our financial results, recent product and late-stage pipeline developments, and other matters affecting our company and the pharmaceutical industry. Earnings per share (EPS) data are presented on a diluted basis.

Financial Results

Worldwide total revenue decreased 15 percent to \$19.62 billion in 2014, primarily as a result of the loss of United States (U.S.) patent exclusivity for Cymbalta[®] in December 2013 and to a lesser extent Evista[®] in March 2014, partially offset by volume growth in several other products. In 2014, net income decreased 49 percent to \$2.39 billion and EPS decreased 48 percent to \$2.23, compared to 2013 net income and EPS of \$4.68 billion and \$4.32, respectively. The decreases were due to lower gross margin, higher asset impairment, restructuring, and other special charges and decreased other income, partially offset by lower marketing, selling, and administrative expenses, research and development expenses, and income tax expense.

The following highlighted items affect comparisons of our 2014 and 2013 financial results:

2014

Acquired In-Process Research & Development (IPR&D) (Notes 3 and 4 to the consolidated financial statements)

- We recognized acquired IPR&D charges of \$200.2 million (pretax), or \$0.12 per share, related to acquired IPR&D from collaboration agreements with Adocia, AstraZeneca UK Limited, Boehringer Ingelheim, and Immunocore Limited.

Collaborations (Note 4 to the consolidated financial statements)

- We recognized income of \$92.0 million (pretax), or \$0.06 per share, related to the transfer of our linagliptin and empagliflozin commercial rights in certain countries to Boehringer Ingelheim.

Asset Impairment, Restructuring, and Other Special Charges (Note 5 to the consolidated financial statements)

- We recognized charges of \$468.7 million (pretax), or \$0.38 per share, related to severance costs associated with our ongoing cost containment efforts to reduce our cost structure and global workforce and asset impairments primarily associated with the closure of a manufacturing site in Puerto Rico.

Other

- We recognized a marketing, selling, and administrative expense of \$119.0 million (non-tax deductible), or \$0.11 per share, for an extra year of the U.S. Branded Prescription Drug Fee (U.S. Drug Fee) due to final regulations issued by the Internal Revenue Service (IRS) which required us to accelerate into 2014 the recording of an expense for the 2015 fee.

2013

Acquired IPR&D (Note 3 to the consolidated financial statements)

- We recognized acquired IPR&D charges of \$57.1 million (pretax), or \$0.03 per share, resulting from our acquisition of rights for a calcitonin gene-related peptide (CGRP) antibody currently being studied as a potential treatment for the prevention of frequent, recurrent migraine headaches, following a successful Phase II proof-of-concept study.

Collaborations (Note 4 to the consolidated financial statements)

- We recognized income of \$495.4 million (pretax), or \$0.29 per share, related to the transfer to Amylin Pharmaceuticals, Inc. (Amylin) of exenatide commercial rights in all markets outside the United States.

Asset Impairment, Restructuring, and Other Special Charges (Note 5 to the consolidated financial statements)

- We recognized charges of \$120.6 million (pretax), or \$0.08 per share, primarily related to severance costs for actions taken to reduce our cost structure and global workforce, as well as asset impairment costs associated with the closure of a packaging and distribution facility in Germany.

Late-Stage Pipeline

Our long-term success depends to a great extent on our ability to continue to discover and develop innovative pharmaceutical products and acquire or collaborate on molecules currently in development by other biotechnology or pharmaceutical companies. We currently have approximately 55 potential new drugs in human testing or under regulatory review, and a larger number of projects in preclinical research.

The following new molecular entities (NMEs) have been approved by regulatory authorities in the U.S., Europe, or Japan for use in the disease described. The quarter the NME initially was approved in the U.S., Europe, or Japan for any indication is shown in parentheses:

Dulaglutide* (Trulicity™) (Q3 2014)—a long-acting analog of glucagon-like peptide 1 for the treatment of type 2 diabetes.

Empagliflozin (Jardiance®) (Q2 2014)—a sodium glucose co-transporter-2 inhibitor for the treatment of type 2 diabetes (in collaboration with Boehringer Ingelheim).

New insulin glargine product (Q3 2014)—a new insulin glargine product for the treatment of type 1 and type 2 diabetes (in collaboration with Boehringer Ingelheim).

Ramucirumab* (Cyramza®) (Q2 2014)—an anti-vascular endothelial growth factor receptor-2 monoclonal antibody for the treatment of gastric cancer and non-small cell lung cancer (NSCLC).

The following NME has been submitted for regulatory review for potential use in the disease described. The quarter the NME initially was submitted for any indication is shown in parentheses:

Necitumumab* (Q4 2014)—an anti-epidermal growth factor receptor monoclonal antibody for the treatment of squamous NSCLC.

The following NMEs are currently in Phase III clinical trial testing for potential use in the diseases described. The quarter in which each NME initially entered Phase III for any indication is shown in parentheses:

Abemaciclib (Q3 2014)—a small molecule cell-cycle inhibitor, selective for cyclin-dependent kinases 4 and 6 for the treatment of metastatic breast cancer and NSCLC.

Baricitinib (Q4 2012)—a Janus tyrosine kinase inhibitor for the treatment of rheumatoid arthritis (in collaboration with Incyte Corporation).

Basal insulin peglispro* (Q4 2011)—a novel basal insulin for the treatment of type 1 and type 2 diabetes.

Evacetrapib (Q4 2012)—a cholesteryl ester transfer protein inhibitor for the treatment of high-risk vascular disease.

Ixekizumab* (Q4 2011)—a neutralizing monoclonal antibody to interleukin-17A for the treatment of psoriasis and psoriatic arthritis.

Solanezumab* (Q2 2009)—an anti-amyloid beta monoclonal antibody for the treatment of mild Alzheimer’s disease.

Tanezumab* (Q3 2008)—an anti-nerve growth factor monoclonal antibody for the treatment of osteoarthritis pain, chronic low back pain, and cancer pain (in collaboration with Pfizer Inc. (Pfizer)). Tanezumab is currently subject to a partial clinical hold by the U.S. Food and Drug Administration (FDA) (see Note 4 to the consolidated financial statements).

* Biologic molecule subject to the U.S. Biologics Price Competition and Innovation Act

The following table reflects the status of each NME within our late-stage pipeline including developments since January 1, 2014:

Compound	Indication	U.S.	Europe	Japan	Developments
Cardiovascular					
Evacetrapib	High-risk vascular disease	Phase III	Phase III	Phase III	Studies are ongoing.
Endocrinology					
Basal insulin peglispro	Type 1 diabetes	Phase III	Phase III	Phase III	Announced in September 2014 top-line results of two clinical trials which met primary endpoints.
	Type 2 diabetes	Phase III	Phase III	Phase III	Announced in May 2014 top-line results of three clinical trials which met primary endpoints.
Jardiance	Type 2 diabetes	Approved	Approved	Approved	Approved in the U.S., Europe and Japan in August, May, and December 2014, respectively. Launched in the U.S. and certain European countries in third quarter of 2014. Glyxambi [®] , combination tablet of empagliflozin and linagliptin, approved in the U.S. in January 2015. Intend to submit to European regulatory authorities in late 2015.
New insulin glargine product	Type 1 diabetes	Tentatively approved	Approved	Approved	FDA tentatively approved in August 2014, determining that it met all regulatory requirements for approval, but approval is subject to automatic stay in the U.S. of up to 30 months as a result of the patent litigation filed by Sanofi. Approved in Europe and Japan in September and December 2014, respectively.
	Type 2 diabetes	Tentatively approved	Approved	Approved	We will work with Boehringer Ingelheim to launch in Europe and Japan on dates that do not infringe valid and enforceable patents.
Trulicity	Type 2 diabetes	Approved	Approved	Submitted	Approved in the U.S. and Europe in September and November 2014, respectively. Launched in the U.S. in October 2014 and in certain European countries in first quarter of 2015. Submitted to regulatory authorities in Japan in third quarter of 2014.

Compound	Indication	U.S.	Europe	Japan	Developments
Immunology					
Baricitinib	Rheumatoid arthritis	Phase III	Phase III	Phase III	Announced in December 2014 top-line results of RA-BEACON trial which met primary endpoint.
Ixekezumab	Psoriasis	Phase III	Phase III	Phase III	Announced in August 2014 top-line results of three trials which met all primary and secondary endpoints. Intend to submit the first application to regulatory authorities in the first half of 2015.
	Psoriatic arthritis	Phase III	Phase III	Phase III	Studies are ongoing.
Tabalumab	Lupus	Terminated	Terminated	Terminated	Announced decision to stop development of tabalumab in October 2014 due to lack of efficacy.
Neuroscience					
Solanezumab	Mild Alzheimer's disease	Phase III	Phase III	Phase III	Studies are ongoing.
Tanezumab	Osteoarthritis pain	Phase III	Phase III	Phase III	On partial clinical hold; expect resolution in 2015.
	Chronic low back pain	Phase III	Phase III	Phase III	
	Cancer pain	Phase III	Phase III	Phase III	

Compound	Indication	U.S.	Europe	Japan	Developments
Oncology					
Abemaciclib	Metastatic breast cancer	Phase III	Phase III	Phase III	Initiated Phase III study of abemaciclib in combination with fulvestrant in August 2014. Initiated Phase III study of abemaciclib in combination with aromatase inhibitors in November 2014.
	NSCLC	Phase III	Phase III	Phase III	Initiated Phase III study of abemaciclib in KRAS mutation-positive NSCLC in December 2014.
Cytarabine	Gastric cancer (first-line)	Phase III	Phase III	Phase III	Initiated Phase III study of Cytarabine in first-line gastric cancer in January 2015.
	Gastric cancer (second-line)	Approved	Approved	Submitted	Approved as monotherapy in the U.S. in April 2014. Launched in the U.S. in second quarter of 2014. Approved in combination with paclitaxel in the U.S. in November 2014. In Europe, approved in combination with paclitaxel and as monotherapy in patients for whom treatment in combination with paclitaxel is not appropriate in December 2014. Submitted to Japanese regulatory authorities in third quarter of 2014 with regulatory action anticipated in first half of 2015.
	NSCLC (second-line)	Approved	Submitted	Phase III	Approved in the U.S. in December 2014. Submitted to European regulatory authorities in first quarter of 2015.
	Liver cancer	Phase III	Phase III	Phase III	Announced in June 2014 that REACH trial did not meet its primary endpoint.
	Metastatic colorectal cancer	Phase III	Phase III	Phase III	Announced in September 2014 that RAISE trial met its primary endpoint of overall survival. Intend to submit first application to regulatory authorities in first half of 2015.
Necitumumab	Squamous NSCLC	Submitted	Submitted	Phase Ib/II	Submitted in the U.S. and Europe in fourth quarter of 2014. Anticipate FDA action in late 2015.

There are many difficulties and uncertainties inherent in pharmaceutical research and development (R&D) and the introduction of new products. A high rate of failure is inherent in new drug discovery and development. The process to bring a drug from the discovery phase to regulatory approval can take 12 to 15 years or longer and cost more than \$1 billion. Failure can occur at any point in the process, including late in the process after substantial investment. As a result, most research programs will not generate financial returns. New product candidates that appear promising in development may fail to reach the market or may have only limited commercial success. Delays and uncertainties in the regulatory approval processes in the U.S. and in other countries can result in delays in product launches and lost market opportunities. Consequently, it is very difficult to predict which products will ultimately be approved.

We manage R&D spending across our portfolio of molecules, and a delay in, or termination of, any one project will not necessarily cause a significant change in our total R&D spending. Due to the risks and uncertainties involved in the R&D process, we cannot reliably estimate the nature, timing, completion dates, and costs of the efforts necessary to complete the development of our R&D projects, nor can we reliably estimate the future potential revenue that will be generated from a successful R&D project. Each project represents only a portion of the overall pipeline, and none is individually material to our consolidated R&D expense. While we do accumulate certain R&D costs on a project level for internal reporting purposes, we must make significant cost estimations and allocations, some of which rely on data that are neither reproducible nor validated through accepted control mechanisms. Therefore, we do not have sufficiently reliable data to report on total R&D costs by project, by preclinical versus clinical spend, or by therapeutic category.

Other Matters

Subsequent Event - Novartis Animal Health Acquisition

On January 1, 2015, we completed our acquisition of Novartis Animal Health (Novartis AH) in an all-cash transaction for approximately \$5.4 billion. Novartis AH operates in approximately 40 countries. We acquired Novartis AH's nine manufacturing sites, six dedicated research and development facilities, a global commercial infrastructure with a portfolio of approximately 600 products, a pipeline with more than 40 projects in development, and more than 3,000 employees. The combined organization is expected to increase our animal health product portfolio, expand our global commercial presence, and augment our animal health manufacturing and research and development. In particular, it is expected to provide Elanco with a greater commercial presence in the companion animal and swine markets, expand Elanco's presence in equine and vaccines areas, and create an entry into the aquaculture market. As a condition to the clearance of the transaction under the Hart-Scott-Rodino Antitrust Improvement Act, following the closing of the acquisition of Novartis AH, we divested certain companion animal assets in the U.S. related to the Sentinel[®] canine parasiticide franchise to Virbac Corporation for approximately \$410 million. The Novartis AH business we retained generated revenue of approximately \$1.1 billion in 2014.

Patent Matters

We depend on patents or other forms of intellectual-property protection for most of our revenues, cash flows, and earnings. The loss of U.S. patent exclusivity for Cymbalta in December 2013 and Evista in March 2014, resulted in the immediate entry of generic competitors and a rapid and severe decline in revenue from the affected products, having a material adverse effect on our consolidated results of operations and cash flows.

We lost our data package protection for Cymbalta in major European countries in 2014 and we anticipate the entry of generic competition in these countries in 2015. We expect that the entry of generic competition for Cymbalta into the markets where it has lost patent protection would cause a rapid and severe decline in revenue, which would have a material adverse effect on our consolidated results of operations and cash flows. We will also lose patent exclusivity in December 2015 for Zyprexa[®] in Japan.

Additionally, as described in Note 15 to the consolidated financial statements, the Alimta[®] vitamin dosage regimen patent, which provides us with patent protection for Alimta through June 2021 in Japan and major European countries, and through May 2022 in the U.S., has been challenged in each of these jurisdictions. Our compound patent for Alimta will expire in the U.S. in January 2017, and in major European countries and Japan in December 2015. We expect that the entry of generic competition for Alimta into the markets where it has lost patent protection would cause a rapid and severe decline in revenue, which would have a material adverse effect on our consolidated results of operations and cash flows.

The U.S. compound patent for Humalog[®] expired in May 2013. Thus far, the loss of compound patent protection for Humalog has not resulted in a rapid and severe decline in revenue. To date, no biosimilar version of Humalog has been approved in the U.S. or Europe; however, we are aware that other manufacturers have efforts underway to develop biosimilar forms of Humalog, and it is difficult to predict the likelihood, timing, and impact of biosimilars entering the market.

Foreign Currency Exchange Rates

As a global company with substantial operations outside the U.S., we face foreign currency risk exposure from fluctuating currency exchange rates, primarily the U.S. dollar against the euro, Chinese yuan, and the Japanese yen, and the British pound against the euro. While we manage a portion of these exposures through hedging and other risk management techniques, significant fluctuations in currency rates can have a substantial impact, either positive or negative, on our revenue, cost of sales, and operating expenses. In 2014, we saw significant foreign currency rate fluctuations as the U.S. dollar strengthened compared to other foreign currencies, including the euro and the Japanese yen. While there is uncertainty in the future movements in foreign exchange rates, these fluctuations could negatively impact our future consolidated results of operations.

Trends Affecting Pharmaceutical Pricing, Reimbursement, and Access

United States

Prices for specialty and brand name pharmaceuticals, congressional investigations into manufacturer's pricing policies, and the federal budget process continue to drive legislative debate. These policy and political issues increase the risk that taxes, fees, rebates or other federal measures may be enacted. As a result, pharmaceutical companies may see either a reduction in revenue or increase in expenses. President Obama's fiscal year 2016 budget includes a number of key health legislative proposals affecting biopharmaceuticals, including a reduction in biologic data exclusivity, modifications to Medicare Parts B and D, and new language that would allow the Department of Health and Human Services to negotiate prices for biologics and drugs on the specialty tier in Part D. Savings projected under these proposals are targeted as a means to fund health care expenditures, such as the Medicare Sustainable Growth Rate, and non-health care expenditures. State and federal health care proposals, including price controls, continue to be debated, and if implemented could negatively affect future consolidated results of operations.

In the U.S. private sector, the growth of Managed Care Organizations (MCOs) is also a major factor in the competitive marketplace for human pharmaceuticals. It is estimated that approximately two-thirds of the U.S. now participates in some form of managed care. MCO's have been consolidating into fewer, larger entities, thus enhancing their purchasing strength and importance. MCO's typically maintain formularies specifying which drugs are covered under their plans. Exclusion of a drug from a formulary can lead to its sharply reduced usage in the MCO patient population. Consequently, pharmaceutical companies compete aggressively to have their branded products included. Price is becoming an increasingly important factor in MCO formulary decisions, particularly in treatment areas in which the MCO has taken the position that multiple branded products are therapeutically comparable. These downward pricing pressures could negatively impact future consolidated results of operations.

In 2014, the main coverage expansion provisions of the Affordable Care Act (ACA) took effect through both the launch of state-based exchanges and the expansion of Medicaid. An emerging trend has been the prevalence of benefit designs containing high out-of-pocket costs for patients, particularly for pharmaceuticals. In addition to the coverage expansions, many employers in the commercial market, driven in part by changes resulting from the ACA, continue to evaluate strategies such as private exchanges and wider use of consumer-driven health plans to reduce their healthcare liabilities over time. At the same time, the broader paradigm shift towards quality-based reimbursement and the launch of several value-based purchasing initiatives have placed demands on the pharmaceutical industry to offer products with proven real-world outcomes data and a favorable economic profile.

International

International operations also are generally subject to extensive price and market regulations. Cost-containment measures exist in a number of countries, including additional price controls and mechanisms to limit reimbursement for our products. Such policies are expected to increase in impact and reach, given the pressures on national and regional health care budgets that come from a growing aging population and ongoing economic challenges. In addition, governments in many emerging markets are becoming increasingly active in expanding health care system offerings. Given the budget challenges of increasing health care coverage for citizens, policies may be proposed that promote generics only and reduce current and future access to human pharmaceutical products.

Tax Matters

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Changes in the relevant tax laws, regulations, administrative practices, principles, and interpretations could adversely affect our future effective tax rates. The U.S. and a number of other countries are actively considering changes in this regard. For example, the Obama administration proposed changes to the manner in which the U.S. would tax the international income of U.S.-based companies, including unremitted earnings of foreign subsidiaries, and other tax proposals under discussion or introduced in the U.S. Congress could change the tax rate and manner in which U.S. companies would be taxed. Additionally, the Organisation for Economic Co-operation and Development launched and continues to advance an initiative to analyze and potentially influence international tax policy in major countries in which we operate. While outcomes of these initiatives are uncertain, changes to key elements of the U.S. or international tax framework could have a material effect on our consolidated operating results and cash flows.

Legal Matters

Information regarding contingencies relating to certain legal proceedings can be found in Note 15 to the consolidated financial statements and is incorporated here by reference.

Operating Results—2014**Revenue**

Our worldwide revenue for 2014 was \$19.62 billion, a decline of 15 percent compared with 2013. This decrease was comprised of 13 percent due to volume, 2 percent due to the unfavorable impact of foreign exchange rates and 1 percent due to lower prices (numbers do not add due to rounding). Total revenue in the U.S. decreased 29 percent, to \$9.13 billion, due to lower demand for Cymbalta and Evista following patent expirations, and to a lesser extent, to wholesaler buying patterns. Revenue outside the U.S. increased 3 percent, to \$10.48 billion, due to increased volume, partially offset by the unfavorable impact of foreign exchange rates.

The following table summarizes our revenue activity in 2014 compared with 2013:

Product	Year Ended December 31, 2014			Year Ended December 31, 2013	Percent Change from 2013
	U.S. ⁽¹⁾	Outside U.S.	Total	Total	
	(Dollars in millions)				
Alimta	\$ 1,229.5	\$ 1,562.5	\$ 2,792.0	\$ 2,703.0	3
Humalog	1,627.6	1,157.6	2,785.2	2,611.2	7
Cialis®	1,039.9	1,251.1	2,291.0	2,159.4	6
Cymbalta	420.5	1,194.2	1,614.7	5,084.4	(68)
Humulin®	713.1	687.0	1,400.1	1,315.8	6
Forteo®	539.0	783.0	1,322.0	1,244.9	6
Zyprexa	119.8	917.5	1,037.3	1,194.8	(13)
Strattera®	452.5	286.0	738.5	709.2	4
Effient®	394.5	127.7	522.2	508.7	3
Evista	207.2	212.6	419.8	1,050.4	(60)
Other pharmaceutical products	647.5	910.3	1,557.8	1,672.3	(7)
Animal health products	1,274.4	1,072.2	2,346.6	2,151.5	9
Total net product sales	8,665.5	10,161.7	18,827.2	22,405.6	(16)
Collaboration and other revenue ⁽²⁾	468.6	319.8	788.4	707.5	11
Total revenue	\$ 9,134.1	\$ 10,481.5	\$ 19,615.6	\$ 23,113.1	(15)

¹ U.S. revenue includes revenue in Puerto Rico.

² Collaboration and other revenue consists primarily of royalties for Erbitux® and revenue associated with Trajenta®.

Sales of Alimta, a treatment for various cancers, increased 2 percent in the U.S., driven by increased volume. Sales outside the U.S. increased 5 percent, driven by increased volume, partially offset by the unfavorable impact of foreign exchange rates and lower prices.

Sales of Humalog, our injectable human insulin analog for the treatment of diabetes, increased 7 percent in the U.S., driven by increased demand, partially offset by lower net effective selling prices as a result of payer contracts and greater Medicaid and Medicare utilization, as well as wholesaler buying patterns. Sales outside the U.S. increased 6 percent, driven by increased volume and, to a lesser extent, higher prices, partially offset by the unfavorable impact of foreign exchange rates.

Sales of Cialis, a treatment for erectile dysfunction and benign prostatic hyperplasia, increased 10 percent in the U.S., driven by higher prices, partially offset by wholesaler buying patterns. Sales outside the U.S. increased 3 percent, driven by higher prices and increased volume, partially offset by the unfavorable impact of foreign exchange rates.

Sales of Cymbalta, a product for the treatment of major depressive disorder, diabetic peripheral neuropathic pain, generalized anxiety disorder, and in the U.S. for the treatment of chronic musculoskeletal pain and the management of fibromyalgia, decreased 89 percent in the U.S. due to the loss of U.S. patent exclusivity in December 2013. Sales outside the U.S. increased 6 percent, driven by increased volume, partially offset by the unfavorable impact of foreign exchange rates.

Sales of Humulin, an injectable human insulin for the treatment of diabetes, increased 5 percent in the U.S., primarily driven by increased demand, partially offset by wholesaler buying patterns. Sales outside the U.S. increased 8 percent, driven by increased volume, partially offset by the unfavorable impact of foreign exchange rates.

Sales of Forteo, an injectable treatment for osteoporosis in postmenopausal women and men at high risk for fracture and for glucocorticoid-induced osteoporosis in men and postmenopausal women, increased 5 percent in the U.S., driven by higher prices, partially offset by decreased volume. Sales outside the U.S. increased 7 percent, driven by increased volume, primarily in Japan, partially offset by the unfavorable impact of foreign exchange rates, primarily the Japanese yen.

Sales of Zyprexa, a treatment for schizophrenia, acute mixed or manic episodes associated with bipolar I disorder, and bipolar maintenance, decreased 3 percent in the U.S. Sales outside the U.S. decreased 14 percent, driven by decreased volume, the unfavorable impact of foreign exchange rates, primarily the Japanese yen, and lower prices. We will lose patent exclusivity for Zyprexa in Japan in December 2015. Zyprexa sales in Japan were approximately \$465 million in 2014, compared to approximately \$510 million in 2013.

Sales of Strattera, a treatment for attention-deficit hyperactivity disorder, increased 1 percent in the U.S., driven by higher prices, partially offset by decreased volume. Sales outside the U.S. increased 9 percent, driven by increased volume, primarily in Japan, partially offset by the unfavorable impact of foreign exchange rates, primarily the Japanese yen.

Sales of Effient, a product for the reduction of thrombotic cardiovascular events (including stent thrombosis) in patients with acute coronary syndrome who are managed with an artery-opening procedure known as percutaneous coronary intervention, including patients undergoing angioplasty, atherectomy, or stent placement, increased 5 percent in the U.S., driven by higher prices, partially offset by wholesaler buying patterns. Sales outside the U.S. decreased 3 percent, driven by lower volume.

Sales of Evista, a product for the prevention and treatment of osteoporosis in postmenopausal women and for reduction of risk of invasive breast cancer in postmenopausal women with osteoporosis and postmenopausal women at high risk for invasive breast cancer, decreased 73 percent in the U.S., due to the loss of U.S. patent exclusivity in March 2014. Sales outside the U.S. decreased 24 percent, driven primarily by the expiration of a supply agreement in 2013, and to a lesser extent the unfavorable impact of foreign exchange rates.

Animal health product sales in the U.S. increased 4 percent, driven by increased volume in food animal products and higher prices, partially offset by decreased volume in companion animal products due to competitive pressure. Sales outside the U.S. increased 16 percent, driven by increased volume in food animal products, due in part to the acquisition of Lohmann SE (Lohmann AH) and, to a lesser extent, higher prices, partially offset by the unfavorable impact of foreign exchange rates.

Gross Margin, Costs, and Expenses

Gross margin as a percent of total revenue was 74.9 percent in 2014, a decrease of 3.9 percentage points compared with 2013, driven primarily by lower sales of Cymbalta and Evista following U.S. patent expirations.

Research and development expenses decreased 14 percent to \$4.73 billion in 2014, driven primarily by lower late-stage clinical development costs. Research and development expenses in 2013 included \$97.2 million of milestone payments made to Boehringer Ingelheim following regulatory submissions for empagliflozin.

Marketing, selling, and administrative expenses decreased 7 percent to \$6.62 billion in 2014, driven primarily by the reduction in U.S. sales and marketing activities for Cymbalta and Evista, as well as ongoing cost containment efforts, partially offset by an additional \$119.0 million charge in 2014 associated with the U.S. Drug Fee, an annual non-tax deductible fee enacted by the Patient Protection and Affordable Care Act that is imposed on us and others engaged in the business of manufacturing or importing branded prescription drugs. The final regulations issued by the IRS in 2014, accelerated the expense recognition criteria for the fee obligation by one year, from the year in which the fee is paid to the year in which the sales used to calculate the fee occur. This change affected all entities conducting covered activities in 2014 and resulted in the need to expense two years of the U.S. Drug Fee in 2014 to account for the fee imposed and paid in 2014 and the fee that will be imposed and paid in 2015.

We recognized acquired IPR&D charges of \$200.2 million in 2014 resulting from our collaboration agreements with Adocia, AstraZeneca, and Immunocore Limited in addition to charges associated with the transfer of commercial rights to us, from Boehringer Ingelheim, of the new insulin glargine product in certain countries where it is not yet approved. There were \$57.1 million of acquired IPR&D charges in 2013 related to the acquisition of rights for the CGRP antibody. See Notes 3 and 4 to the consolidated financial statements for additional information.

We recognized asset impairment, restructuring, and other special charges of \$468.7 million in 2014. These charges included \$225.5 million of severance costs related to ongoing efforts to reduce our cost structure and global workforce and \$243.2 million of asset impairment and other special charges consisting primarily of a \$180.8 million asset impairment charge related to our decision to close and sell a manufacturing plant located in Puerto Rico. In 2013, we recognized asset impairment, restructuring, and other special charges of \$120.6 million. These charges included \$30.0 million of asset impairments primarily associated with the closure of a packaging and distribution facility in Germany, and \$90.6 million of severance costs to reduce our cost structure and global workforce. See Note 5 to the consolidated financial statements for additional information.

Other—net, (income) expense was income of \$340.5 million in 2014, compared with income of \$518.9 million in 2013. Other income in 2014 included net gains of \$216.4 million on investments and \$92.0 million of income related to the transfer of commercial rights to linagliptin and empagliflozin in certain countries from us to Boehringer Ingelheim. Other income in 2013 was primarily comprised of \$495.4 million related to the termination of the exenatide collaboration with Amylin. See Notes 4 and 17 to the consolidated financial statements for additional information.

Our effective tax rate was 20.3 percent in 2014, compared with 20.5 percent in 2013. See Note 13 to the consolidated financial statements for additional information.

Operating Results—2013

Financial Results

Worldwide total revenue increased 2 percent to \$23.11 billion in 2013, driven by growth in several products, including Cialis, Humalog, Trajenta, Alimta, Forteo, and animal health products, partially offset by the continued erosion of Zyprexa sales following the loss of patent exclusivity in the U.S. and most major markets outside Japan. In 2013, net income increased 15 percent to \$4.68 billion and EPS increased 18 percent to \$4.32, compared to 2012 net income and EPS of \$4.09 billion and \$3.66, respectively. The increases were due to higher gross margin, lower marketing, selling, and administrative expenses, and, to a lesser extent, a lower effective tax rate, partially offset by higher research and development expenses and lower other income. EPS in 2013 also benefited from a lower number of shares outstanding as a result of our share repurchase programs.

The 2013 highlighted items are summarized in the "Executive Overview" section. The 2012 highlighted items are summarized as follows:

Collaborations (Note 4 to the consolidated financial statements)

- We recognized income of \$787.8 million (pretax), or \$0.43 per share, related to the early payment of the exenatide revenue-sharing obligation following the completion of Amylin's acquisition by Bristol-Myers Squibb.

Asset Impairment, Restructuring, and Other Special Charges (Note 5 to the consolidated financial statements)

- We recognized asset impairment, restructuring, and other special charges of \$281.1 million (pretax), or \$0.16 per share, consisting of an intangible asset impairment related to liprotamase, restructuring charges related to initiatives to reduce our cost structure and global workforce, charges associated with the decision to stop development of a delivery device platform, and charges related to changes in returns reserve estimates for the withdrawal of Xigris™.

Revenue

Our worldwide revenue for 2013 was \$23.11 billion, a 2 percent increase compared with 2012 as an increase of 5 percent due to higher prices was partially offset by a decrease of 2 percent due to the unfavorable impact of foreign exchange rates and a 1 percent decrease due to lower volume. Total revenue in the U.S. increased 5 percent, to \$12.89 billion, due to higher prices, partially offset by volume declines for Cymbalta and Zyprexa due to the loss of patent exclusivity. Revenue outside the U.S. decreased 1 percent, to \$10.22 billion, due primarily to the unfavorable impact of the continued weakness of the Japanese yen and, to a lesser extent, lower prices, partially offset by increased volume.

The following table summarizes our revenue activity in 2013 compared with 2012:

Product	Year Ended			Year Ended	Percent Change from 2012
	December 31, 2013			December 31, 2012	
	U.S. ⁽¹⁾	Outside U.S.	Total	Total	
	(Dollars in millions)				
Cymbalta	\$ 3,960.8	\$ 1,123.6	\$ 5,084.4	\$ 4,994.1	2
Alimta	1,209.1	1,493.9	2,703.0	2,594.3	4
Humalog	1,521.4	1,089.8	2,611.2	2,395.5	9
Cialis	942.8	1,216.6	2,159.4	1,926.8	12
Humulin	677.2	638.6	1,315.8	1,239.1	6
Forteo	511.4	733.5	1,244.9	1,151.0	8
Zyprexa	123.6	1,071.2	1,194.8	1,701.4	(30)
Evista	772.0	278.4	1,050.4	1,010.1	4
Strattera	446.3	262.9	709.2	621.4	14
Effient	376.9	131.8	508.7	457.2	11
Other pharmaceutical products	639.5	1,032.8	1,672.3	1,843.0	(9)
Animal health products	1,226.6	924.9	2,151.5	2,036.5	6
Total net product sales	12,407.6	9,998.0	22,405.6	21,970.4	2
Collaboration and other revenue ⁽²⁾	482.1	225.4	707.5	633.0	12
Total revenue	\$ 12,889.7	\$ 10,223.4	\$ 23,113.1	\$ 22,603.4	2

¹ U.S. revenue includes revenue in Puerto Rico.

² Collaboration and other revenue in 2013 consists primarily of royalties for Erbitux and revenue associated with Trajenta. Collaboration and other revenue in 2012 also includes revenue associated with exenatide in the United States.

Sales of Cymbalta increased 1 percent in the U.S., driven by higher prices, largely offset by lower demand due to the loss of U.S. patent exclusivity in December 2013. Sales outside the U.S. increased 4 percent, driven primarily by increased volume, partially offset by lower prices and the unfavorable impact of foreign exchange rates.

Sales of Alimta increased 8 percent in the U.S., due to higher prices and increased demand. Sales outside the U.S. increased 1 percent, driven by increased volume, partially offset by the unfavorable impact of foreign exchange rates and lower prices.

Sales of Humalog increased 11 percent in the U.S., driven by higher prices, wholesaler buying patterns, and increased demand. Sales outside the U.S. increased 6 percent, driven by increased volume, partially offset by the unfavorable impact of foreign exchange rates.

Sales of Cialis increased 21 percent in the U.S., driven by higher prices. Sales outside the U.S. increased 6 percent, driven by higher prices and increased volume, partially offset by the unfavorable impact of foreign exchange rates.

Sales of Humulin increased 14 percent in the U.S., driven by higher prices, partially offset by decreased demand. Sales outside the U.S. decreased 1 percent, driven by the unfavorable impact of foreign exchange rates, partially offset by increased volume.

Sales of Forteo increased 5 percent in the U.S., driven primarily by higher prices. Sales outside the U.S. increased 11 percent, due to increased volume, primarily in Japan, partially offset by the unfavorable impact of foreign exchange rates.

Sales of Zyprexa decreased 66 percent in the U.S. due to continued erosion following patent expiration in late 2011. Sales outside the U.S. decreased 20 percent, driven by the unfavorable effect of foreign exchange rates, lower volume in markets outside of Japan, and lower prices.

Sales of Evista increased 10 percent in the U.S., driven by higher prices, partially offset by decreased demand. Sales outside the U.S. decreased 10 percent, driven by the unfavorable impact of foreign exchange rates and lower prices, partially offset by increased volume in Japan.

Sales of Strattera increased 16 percent in the U.S., driven primarily by higher prices. Sales outside the U.S. increased 11 percent, driven primarily by increased volume in Japan, partially offset by lower prices and the unfavorable impact of foreign exchange rates.

Sales of Effient increased 11 percent in the U.S., driven primarily by higher prices. Sales outside the U.S. increased 12 percent, driven primarily by increased volume.

Animal health product sales in the U.S. increased 6 percent driven primarily by increased volume for Trifexis[®] and, to a lesser extent, higher prices. Sales outside the U.S. increased 6 percent, driven by increased volume and, to a lesser extent, higher prices, partially offset by the unfavorable impact of foreign exchange rates.

Gross Margin, Costs, and Expenses

Gross margin as a percent of total revenue remained at 78.8 percent in 2013 as higher prices were offset by the adverse impact of foreign exchange rates on international inventories sold, which significantly decreased the cost of sales in 2012.

Marketing, selling, and administrative expenses decreased 5 percent to \$7.13 billion in 2013, driven primarily by lower selling and marketing expenses resulting from ongoing cost-containment efforts, including a reduction in U.S. sales and marketing activities in anticipation of the loss of patent exclusivity for Cymbalta and Evista, as well as the impact of foreign exchange rates.

Research and development expenses increased 5 percent to \$5.53 billion in 2013, due to higher research and clinical development expenses, including \$97.2 million of milestone payments made to Boehringer Ingelheim following regulatory submissions for empagliflozin.

We recognized an acquired IPR&D charge of \$57.1 million in 2013 resulting from our acquisition of a CGRP antibody. There were no acquired IPR&D charges in 2012. See Note 3 to the consolidated financial statements for additional information.

We recognized asset impairment, restructuring, and other special charges of \$120.6 million in 2013. These charges included \$30.0 million of asset impairments primarily associated with the anticipated closure of a packaging and distribution facility in Germany, and \$90.6 million of severance costs to reduce our cost structure and global workforce. In 2012, we recognized asset impairment, restructuring, and other special charges of \$281.1 million. These charges included \$122.6 million related to an intangible asset impairment for liprotamase, \$74.5 million related to restructuring to reduce our cost structure and global workforce, \$64.0 million related to the asset impairment of a delivery device platform, and \$20.0 million related to the withdrawal of Xigris. See Note 5 to the consolidated financial statements for additional information.

Other—net, (income) expense was income of \$518.9 million in 2013, compared with income of \$674.0 million in 2012. The decrease was driven primarily by lower income related to the termination of the exenatide collaboration with Amylin of \$495.4 million in 2013 compared with \$787.8 million in 2012, partially offset by milestone payments received from Boehringer Ingelheim for regulatory submissions in the U.S., Europe, and Japan. See Notes 4 and 17 to the consolidated financial statements for additional information.

Our effective tax rate was 20.5 percent in 2013, compared with 24.4 percent in 2012. The 2012 effective tax rate reflected the expiration of the R&D tax credit at the end of 2011 and the tax impact of the payment received from Amylin, partially offset by the tax benefit related to the intangible asset impairment for liprotamase. The decrease in the 2013 effective tax rate reflects the reinstatement of the R&D tax credit in the U.S. effective January 1, 2013 as well as the one-time impact of the reinstatement of the R&D tax credit for 2012 that was recorded in the first quarter of 2013. See Note 13 to the consolidated financial statements for additional information.

FINANCIAL CONDITION

As of December 31, 2014, cash and cash equivalents remained essentially unchanged at \$3.87 billion compared with \$3.83 billion at December 31, 2013. Significant sources of cash included cash flows from operations of \$4.37 billion, net proceeds from investment transactions of \$3.62 billion, and net proceeds from the issuance of short- and long-term debt of \$2.64 billion. Significant uses of cash included dividends paid of \$2.10 billion, purchases of property and equipment of \$1.16 billion, share repurchases of \$800.0 million, and the acquisition of Lohmann AH which amounted to \$551.4 million. We also held \$5.41 billion of cash in escrow associated with the pending close of the Novartis AH acquisition which was reflected as restricted cash as of December 31, 2014. In January 2015, we completed our acquisition of Novartis AH for approximately \$5.4 billion in an all-cash transaction. See "Executive Overview—Other Matters" for additional details.

In addition to our cash and cash equivalents, we held total investments of \$5.52 billion and \$9.19 billion as of December 31, 2014 and December 31, 2013, respectively. See Note 7 to the consolidated financial statements for additional details.

As of December 31, 2014, total debt was \$8.06 billion, an increase of \$2.84 billion compared with \$5.21 billion at December 31, 2013. The increase is due primarily to the increase in short-term commercial paper borrowings of \$2.68 billion used primarily to finance the acquisition of Novartis AH. At December 31, 2014, we had a total of \$3.31 billion of unused committed bank credit facilities, \$3.20 billion of which is available to support our commercial paper program. Subject to market conditions, we intend to replace the majority of our commercial paper borrowings with fixed-rate long term notes in the first half of 2015. See Note 10 to the consolidated financial statements for additional details. We believe that amounts accessible through existing commercial paper markets should be adequate to fund short-term borrowing needs.

For the 130th consecutive year, we distributed dividends to our shareholders. Dividends of \$1.96 per share were paid in both 2014 and 2013. In the fourth quarter of 2014, effective for the dividend to be paid in the first quarter of 2015, the quarterly dividend was increased to \$0.50 per share, resulting in an indicated annual rate for 2015 of \$2.00 per share.

Capital expenditures of \$1.16 billion during 2014 were \$150.5 million more than in 2013. We expect 2015 capital expenditures to be approximately \$1.3 billion.

In 2014, we repurchased \$800.0 million of shares under the \$5.00 billion share repurchase program previously announced in October 2013.

See "Executive Overview—Other Matters" for information regarding recent and upcoming losses of patent protection for Cymbalta (U.S. and Europe), Evista (U.S.), Alimta (U.S., Europe, and Japan), and Zyprexa (Japan).

At December 31, 2014, we had an aggregate of \$8.54 billion of cash and investments at our foreign subsidiaries. A significant portion of this amount would be subject to tax payments if such cash and investments were repatriated to the United States. We record U.S. deferred tax liabilities for certain unremitted earnings, but when foreign earnings are expected to be indefinitely reinvested outside the U.S., no accrual for U.S. income taxes is provided. We believe cash provided by operating activities in the U.S. and planned repatriations of foreign earnings for which tax has been provided should be sufficient to fund our domestic operating needs, dividends paid to shareholders, share repurchases, and capital expenditures. Various risks and uncertainties, including those discussed in "Forward-Looking Statements" and "Risk Factors," may affect our operating results and cash generated from operations.

Both domestically and abroad, we continue to monitor the potential impacts of the economic environment; the creditworthiness of our wholesalers and other customers, including foreign government-backed agencies and suppliers; the uncertain impact of health care legislation; and various international government funding levels.

In the normal course of business, our operations are exposed to fluctuations in interest rates and currency values. These fluctuations can vary the costs of financing, investing, and operating. We address a portion of these risks through a controlled program of risk management that includes the use of derivative financial instruments. The objective of controlling these risks is to limit the impact on earnings of fluctuations in interest and currency exchange rates. All derivative activities are for purposes other than trading.

Our primary interest rate risk exposure results from changes in short-term U.S. dollar interest rates. In an effort to manage interest rate exposures, we strive to achieve an acceptable balance between fixed and floating rate debt positions and may enter into interest rate derivatives to help maintain that balance. Based on our overall interest rate exposure at December 31, 2014 and 2013, including derivatives and other interest rate risk-sensitive instruments, a hypothetical 10 percent change in interest rates applied to the fair value of the instruments as of December 31, 2014 and 2013, respectively, would not have a material impact on earnings, cash flows, or fair values of interest rate risk-sensitive instruments over a one-year period.

Our foreign currency risk exposure results from fluctuating currency exchange rates, primarily the U.S. dollar against the euro, Chinese yuan, and the Japanese yen, and the British pound against the euro. We face foreign currency exchange exposures primarily when we enter into transactions, generally on an intercompany basis, denominated in currencies other than the functional currency of the entity. We also face currency exposure that arises from translating the results of our global operations to the U.S. dollar at exchange rates that have fluctuated from the beginning of the period. We may enter into foreign currency forward or option derivative contracts to reduce the effect of fluctuating currency exchange rates (principally the euro, the British pound, and the Japanese yen). Our policy outlines the minimum and maximum hedge coverage of such exposures. Gains and losses on these derivative contracts offset, in part, the impact of currency fluctuations on the existing assets and liabilities. We analyze the fair values of the outstanding foreign currency derivative contracts to determine their sensitivity to changes in foreign exchange rates. A hypothetical 10 percent change in exchange rates (primarily against the U.S. dollar) applied to the fair values of our outstanding foreign currency derivative contracts as of December 31, 2014 and 2013, would not have a material impact on earnings, cash flows, or financial position over a one-year period. This sensitivity analysis does not consider the impact that hypothetical changes in exchange rates would have on the underlying foreign currency denominated transactions.

Off-Balance Sheet Arrangements and Contractual Obligations

We have no off-balance sheet arrangements that have a material current effect or that are reasonably likely to have a material future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources. We acquire and collaborate on potential products still in development and enter into research and development arrangements with third parties that often require milestone and royalty payments to the third party contingent upon the occurrence of certain future events linked to the success of the asset in development. Milestone payments may be required contingent upon the successful achievement of an important point in the development life cycle of the pharmaceutical product (e.g., approval for marketing by the appropriate regulatory agency or upon the achievement of certain sales levels). If required by the arrangement, we may make royalty payments based upon a percentage of the sales of the pharmaceutical product in the event that regulatory approval for marketing is obtained. Because of the contingent nature of these payments, they are not included in the table of contractual obligations below.

Individually, these arrangements are not material in any one annual reporting period. However, if milestones for multiple products covered by these arrangements would happen to be reached in the same reporting period, the aggregate charge to expense could be material to the results of operations in that period. See Note 4 to the consolidated financial statements for additional details. These arrangements often give us the discretion to unilaterally terminate development of the product, which would allow us to avoid making the contingent payments; however, we are unlikely to cease development if the compound successfully achieves milestone objectives. We also note that, from a business perspective, we view these payments as positive because they signify that the product is successfully moving through development and is now generating or is more likely to generate cash flows from sales of products.

Our current noncancelable contractual obligations that will require future cash payments are as follows (in millions):

	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Short-term borrowings	\$ 2,680.6	\$ 2,680.6	\$ —	\$ —	\$ —
Long-term debt, including interest payments ⁽¹⁾	8,168.6	185.9	1,588.7	1,143.3	5,250.7
Capital lease obligations	28.8	10.3	14.7	3.8	—
Operating leases	602.4	138.7	216.7	126.3	120.7
Purchase obligations ⁽²⁾	11,166.8	9,957.5	782.1	420.6	6.6
Other long-term liabilities reflected on our balance sheet ⁽³⁾	3,219.9	—	790.7	291.7	2,137.5
Total	\$ 25,867.1	\$ 12,973.0	\$ 3,392.9	\$ 1,985.7	\$ 7,515.5

¹ Our long-term debt obligations include both our expected principal and interest obligations and our interest rate swaps. We used the interest rate forward curve at December 31, 2014, to compute the amount of the contractual obligation for interest on the variable rate debt instruments and swaps.

² We have included the following:

- Purchase obligations consisting primarily of all open purchase orders as of December 31, 2014. Some of these purchase orders may be cancelable; however, for purposes of this disclosure, we have not distinguished between cancelable and noncancelable purchase obligations.
- Contractual payment obligations with each of our significant vendors, which are noncancelable and are not contingent.

³ We have included long-term liabilities consisting primarily of our nonqualified supplemental pension funding requirements and deferred compensation liabilities. We excluded long-term income taxes payable of \$998.5 million, because we cannot reasonably estimate the timing of future cash outflows associated with those liabilities.

The contractual obligations table is current as of December 31, 2014. We expect the amount of these obligations to change materially over time as new contracts are initiated and existing contracts are completed, terminated, or modified.

APPLICATION OF CRITICAL ACCOUNTING ESTIMATES

In preparing our financial statements in accordance with accounting principles generally accepted in the U.S., we must often make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures. Some of those judgments can be subjective and complex, and consequently actual results could differ from those estimates. For any given individual estimate or assumption we make, it is possible that other people applying reasonable judgment to the same facts and circumstances could develop different estimates. We believe that, given current facts and circumstances, it is unlikely that applying any such other reasonable judgment would cause a material adverse effect on our consolidated results of operations, financial position, or liquidity for the periods presented in this report. Our most critical accounting estimates have been discussed with our audit committee and are described below.

Revenue Recognition and Sales Return, Rebate, and Discount Accruals

We recognize revenue from sales of products at the time title of goods passes to the buyer and the buyer assumes the risks and rewards of ownership. Provisions for returns, rebates, and discounts are established in the same period the related sales are recorded.

We regularly review the supply levels of our significant products sold to major wholesalers in the U.S. and in major markets outside the U.S., primarily by reviewing periodic inventory reports supplied by our major wholesalers and available prescription volume information for our products, or alternative approaches. We attempt to maintain U.S. wholesaler inventory levels at an average of approximately one month or less on a consistent basis across our product portfolio. Causes of unusual wholesaler buying patterns include actual or anticipated product-supply issues, weather patterns, anticipated changes in the transportation network,

redundant holiday stocking, and changes in wholesaler business operations. In the U.S., the current structure of our arrangements does not provide an incentive for speculative wholesaler buying and provides us with data on inventory levels at our wholesalers. When we believe wholesaler purchasing patterns have caused an unusual increase or decrease in the sales of a major product compared with underlying demand, we disclose this in our product sales discussion if we believe the amount is material to the product sales trend; however, we are not always able to accurately quantify the amount of stocking or destocking in the retail channel. Wholesaler stocking and destocking activity historically has not caused any material changes in the rate of actual product returns.

When sales occur, we estimate a reserve for future product returns related to those sales. This estimate is based on several factors, including: historical return rates, expiration date by product (generally, 24 to 36 months after the initial sale of a product to our customer), and estimated levels of inventory in the wholesale and retail channels, among others, as well as any other specifically-identified anticipated returns due to known factors such as the loss of patent exclusivity, product recalls and discontinuances, or a changing competitive environment. We maintain a returns policy that allows U.S. pharmaceutical customers to return product for dating issues within a specified period prior to and subsequent to the product's expiration date. Following the loss of exclusivity for a patent-dependent product, we expect to experience an elevated level of product returns as product inventory remaining in the wholesale and retail channels expires. Adjustments to the returns reserve may be required in the future based on revised estimates to our assumptions, which would have an impact on our consolidated results of operations. We record the return amounts as a deduction to arrive at our net product sales. Once the product is returned, it is destroyed. Actual product returns have been less than 2 percent of our net sales over the past three years and have not fluctuated significantly as a percentage of sales. We expect the ratio of actual product returns as a percentage of net sales to increase in future periods as we begin to experience elevated return levels for Cymbalta following the recent loss of patent exclusivity in the U.S. market.

We establish sales rebate and discount accruals in the same period as the related sales. The rebate and discount amounts are recorded as a deduction to arrive at our net product sales. Sales rebates and discounts that require the use of judgment in the establishment of the accrual include Medicaid, managed care, Medicare, chargebacks, long-term care, hospital, patient assistance programs, and various other programs. We base these accruals primarily upon our historical rebate and discount payments made to our customer segment groups and the provisions of current rebate and discount contracts.

The largest of our sales rebate and discount amounts are rebates associated with sales covered by Medicaid and managed care contracts. In determining the appropriate accrual amount, we consider our historical Medicaid and managed care rebate payments by product as a percentage of our historical sales as well as any significant changes in sales trends (e.g., patent expiries), an evaluation of the current Medicaid and managed care contracts, the percentage of our products that are sold via Medicaid and managed care contracts, and our product pricing. Although we accrue a liability for Medicaid and managed care rebates at the time we record the sale (when the product is shipped), the Medicaid and managed care rebate related to that sale is typically paid up to six months later. Because of this time lag, in any particular period our rebate adjustments may incorporate revisions of accruals for several periods.

Most of our rebates outside the U.S. are contractual or legislatively mandated and are estimated and recognized in the same period as the related sales. In some large European countries, government rebates are based on the anticipated budget for pharmaceutical payments in the country. A best estimate of these rebates, updated as governmental authorities revise budgeted deficits, is recognized in the same period as the related sale. If our estimates are not reflective of the actual pharmaceutical costs incurred by the government, we adjust our rebate reserves.

We believe that our accruals for sales returns, rebates, and discounts are reasonable and appropriate based on current facts and circumstances. Our global rebate and discount liabilities are included in sales rebates and discounts on our consolidated balance sheet. Our global sales return liability is included in other current liabilities and other noncurrent liabilities on our consolidated balance sheet. As of December 31, 2014, a 5 percent change in our global sales return, rebate, and discount liability would lead to an approximate \$137 million effect on our income before income taxes.

The portion of our global sales return, rebate, and discount liability resulting from sales of our products in the U.S. was 88 percent as of December 31, 2014 and 2013.

The following represents a roll-forward of our most significant U.S. sales return, rebate, and discount liability balances, including Medicaid and managed care (in millions):

	2014	2013
Sales return, rebate, and discount liabilities, beginning of year	\$ 2,215.5	\$ 1,584.5
Reduction of net sales due to sales returns, discounts, and rebates ⁽¹⁾	4,707.8	4,723.3
Cash payments of discounts and rebates	(4,681.9)	(4,092.3)
Sales return, rebate, and discount liabilities, end of year	<u>\$ 2,241.4</u>	<u>\$ 2,215.5</u>

¹ Adjustments of the estimates for these returns, rebates, and discounts to actual results were less than 1.5 percent of consolidated net sales for each of the years presented.

Product Litigation Liabilities and Other Contingencies

Product litigation liabilities and other contingencies are, by their nature, uncertain and are based upon complex judgments and probabilities. The factors we consider in developing our product litigation liability reserves and other contingent liability amounts include the merits and jurisdiction of the litigation, the nature and the number of other similar current and past litigation cases, the nature of the product and the current assessment of the science subject to the litigation, and the likelihood of settlement and current state of settlement discussions, if any. In addition, we accrue for certain product liability claims incurred, but not filed, to the extent we can formulate a reasonable estimate of their costs. We estimate these expenses based primarily on historical claims experience and data regarding product usage. We accrue legal defense costs expected to be incurred in connection with significant product liability contingencies when both probable and reasonably estimable.

We also consider the insurance coverage we have to diminish the exposure for periods covered by insurance. In assessing our insurance coverage, we consider the policy coverage limits and exclusions, the potential for denial of coverage by the insurance company, the financial condition of the insurers, and the possibility of and length of time for collection. Due to a very restrictive market for product liability insurance, we are self-insured for product liability losses for all our currently marketed products. In addition to insurance coverage, we also consider any third-party indemnification we have, including the nature of the indemnification, the financial condition of the indemnifying party, and the possibility of and length of time for collection.

The litigation accruals and environmental liabilities and the related estimated insurance recoverables have been reflected on a gross basis as liabilities and assets, respectively, on our consolidated balance sheets.

Pension and Retiree Medical Plan Assumptions

Pension benefit costs include assumptions for the discount rate, retirement age, and expected return on plan assets. Retiree medical plan costs include assumptions for the discount rate, retirement age, expected return on plan assets, and health-care-cost trend rates. These assumptions have a significant effect on the amounts reported. In addition to the analysis below, see Note 14 to the consolidated financial statements for additional information regarding our retirement benefits.

Annually, we evaluate the discount rate and the expected return on plan assets in our defined benefit pension and retiree health benefit plans. We use an actuarially determined, plan-specific yield curve of high quality, fixed income debt instruments to determine the discount rates. In evaluating the expected rate of return, we consider many factors, with a primary analysis of current and projected market conditions, asset returns and asset allocations (approximately 85 percent of which are growth investments); and the views of leading financial advisers and economists. We may also review our historical assumptions compared with actual results, as well as the discount rates, expected return on plan assets, and health-care-cost trend rates of other companies, where applicable. In evaluating our expected retirement age assumption, we consider the retirement ages of our past employees eligible for pension and medical benefits together with our expectations of future retirement ages.

If the health-care-cost trend rates were to increase by one percentage point, the aggregate of the service cost and interest cost components of the 2014 annual expense would increase by \$7.8 million. A one-percentage-point decrease would decrease the aggregate of the 2014 service cost and interest cost by \$6.6 million. If the 2014 discount rate for the U.S. defined benefit pension and retiree health benefit plans (U.S. plans) were to change by a quarter percentage point, income before income taxes would change by \$35.4 million. If the 2014 expected return on plan assets for U.S. plans were to change by a quarter percentage point, income before income taxes would change by \$21.7 million. If our assumption regarding the 2014 expected age of future retirees for U.S. plans were adjusted by one year, our income before income taxes would be affected by \$49.9 million. The U.S. plans, including Puerto Rico, represent approximately 80 percent of both the total projected benefit obligation and total plan assets at December 31, 2014.

Impairment of Indefinite-Lived and Long-Lived Assets

We review the carrying value of long-lived assets (both intangible and tangible) for potential impairment on a periodic basis and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. We determine impairment by comparing the projected undiscounted cash flows to be generated by the asset to its carrying value. If an impairment is identified, a loss is recorded equal to the excess of the asset's net book value over its fair value, and the cost basis is adjusted.

Goodwill and indefinite-lived intangible assets are reviewed for impairment at least annually and when certain impairment indicators are present. When required, a comparison of fair value to the carrying amount of assets is performed to determine the amount of any impairment.

Several methods may be used to determine the estimated fair value of acquired IPR&D, all of which require multiple assumptions. We utilize the "income method," which applies a probability weighting that considers the risk of development and commercialization to the estimated future net cash flows that are derived from projected sales revenues and estimated costs. These projections are based on factors such as relevant market size, patent protection, historical pricing of similar products, and expected industry trends. The estimated future net cash flows are then discounted to the present value using an appropriate discount rate. This analysis is performed for each project independently.

For acquired IPR&D assets, the risk of failure has been factored into the fair value measure and there can be no certainty that these assets ultimately will yield a successful product, as discussed previously in the "Late-Stage Pipeline" section. The nature of the pharmaceutical business is high-risk and requires that we invest in a large number of projects to build a successful portfolio of approved products. As such, it is likely that some acquired IPR&D assets will become impaired in the future.

Estimates of future cash flows, based on what we believe to be reasonable and supportable assumptions and projections, require management's judgment. Actual results could vary from these estimates.

Income Taxes

We prepare and file tax returns based on our interpretation of tax laws and regulations and record estimates based on these judgments and interpretations. In the normal course of business, our tax returns are subject to examination by various taxing authorities, which may result in future tax, interest, and penalty assessments by these authorities. Inherent uncertainties exist in estimates of many tax positions due to changes in tax law resulting from legislation, regulation, and/or as concluded through the various jurisdictions' tax court systems. We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate resolution. The amount of unrecognized tax benefits is adjusted for changes in facts and circumstances. For example, adjustments could result from significant amendments to existing tax law, the issuance of regulations or interpretations by the taxing authorities, new information obtained during a tax examination, or resolution of an examination. We believe our estimates for uncertain tax positions are appropriate and sufficient to pay assessments that may result from examinations of our tax returns. We recognize both accrued interest and penalties related to unrecognized tax benefits in income tax expense.

We have recorded valuation allowances against certain of our deferred tax assets, primarily those that have been generated from net operating losses and tax credit carryforwards in certain taxing jurisdictions. In evaluating whether we would more likely than not recover these deferred tax assets, we have not assumed any future taxable income or tax planning strategies in the jurisdictions associated with these carryforwards where history does not support such an assumption. Implementation of tax planning strategies to recover these deferred tax assets or future income generation in these jurisdictions could lead to the reversal of these valuation allowances and a reduction of income tax expense.

As of December 31, 2014, a 5 percent change in the amount of the uncertain tax positions and the valuation allowance would result in a change in net income of \$31.9 million and \$30.1 million, respectively.

LEGAL AND REGULATORY MATTERS

Information relating to certain legal proceedings can be found in Note 15 to the consolidated financial statements and is incorporated here by reference.

FINANCIAL EXPECTATIONS FOR 2015

For the full year of 2015, we expect EPS to be in the range of \$2.40 to \$2.50. We anticipate that total revenue will be between \$19.5 billion and \$20.0 billion. The acquisition of Novartis AH is expected to add significant revenue.

We anticipate that gross margin as a percent of revenue will be approximately 75.0 percent in 2015. Marketing, selling, and administrative expenses are expected to be in the range of \$6.5 billion to \$6.8 billion. Research and development expenses are expected to be in the range of \$4.7 billion to \$4.9 billion, reflecting an expected increase in Phase III trial expenses and the inclusion of Novartis AH. Other—net, (income) expense is expected to be in a range between \$75 million and \$125 million of income.

The 2015 tax rate is expected to be approximately 18.5 percent, assuming a full-year 2015 benefit of the research and development tax credit and other tax provisions up for extension. If these items are not extended, the 2015 tax rate would be approximately 1.5 percentage points higher. The 2015 expected tax rate includes the tax impact of costs associated with the Novartis AH and Lohmann AH acquisitions and amortization of intangibles.

Capital expenditures are expected to be approximately \$1.3 billion.

Our 2015 financial guidance does not include a potential charge related to the collaboration with Pfizer to develop and commercialize tanezumab. If the partial clinical hold for the molecule is removed and we and Pfizer move forward with development, we will pay a \$200 million upfront fee to Pfizer. This charge would reduce EPS by approximately \$0.12 and would cause our tax rate to be approximately 1.0 percentage point lower.

Financial Statements and Supplementary Data

Consolidated Statements of Operations

ELI LILLY AND COMPANY AND SUBSIDIARIES (Dollars in millions, except per-share data)	Year Ended December 31	2014	2013	2012
Revenue		\$ 19,615.6	\$ 23,113.1	\$ 22,603.4
Cost of sales		4,932.5	4,908.1	4,796.5
Research and development		4,733.6	5,531.3	5,278.1
Marketing, selling, and administrative		6,620.8	7,125.6	7,513.5
Acquired in-process research and development (Notes 3 and 4)		200.2	57.1	—
Asset impairment, restructuring, and other special charges (Note 5)		468.7	120.6	281.1
Other—net, (income) expense (Note 17)		(340.5)	(518.9)	(674.0)
		16,615.3	17,223.8	17,195.2
Income before income taxes		3,000.3	5,889.3	5,408.2
Income taxes (Note 13)		609.8	1,204.5	1,319.6
Net income		\$ 2,390.5	\$ 4,684.8	\$ 4,088.6
Basic earnings per share:				
Weighted-average number of common shares outstanding, including incremental shares		1,069,932	1,080,874	1,113,178
Basic earnings per share		\$ 2.23	\$ 4.33	\$ 3.67
Diluted earnings per share:				
Weighted-average number of common shares outstanding, including incremental shares and stock options		1,074,286	1,084,766	1,117,294
Diluted earnings per share		\$ 2.23	\$ 4.32	\$ 3.66

See notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income

ELI LILLY AND COMPANY AND SUBSIDIARIES (Dollars in millions)	Year Ended December 31	2014	2013	2012
Net income		\$ 2,390.5	\$ 4,684.8	\$ 4,088.6
Other comprehensive income (loss):				
Change in foreign currency translation gains (losses)		(961.4)	36.2	160.9
Change in net unrealized gains and losses on securities		(162.2)	204.3	88.5
Change in defined benefit pension and retiree health benefit plans (Note 14)		(1,327.6)	2,592.2	(128.6)
Change in effective portion of cash flow hedges		(14.5)	(123.8)	8.7
Other comprehensive income (loss) before income taxes		(2,465.7)	2,708.9	129.5
Provision for income taxes related to other comprehensive income (loss) items		476.6	(914.5)	(68.0)
Other comprehensive income (loss) (Note 16)		(1,989.1)	1,794.4	61.5
Comprehensive income		\$ 401.4	\$ 6,479.2	\$ 4,150.1

See notes to consolidated financial statements.

Consolidated Balance Sheets

ELI LILLY AND COMPANY AND SUBSIDIARIES
(Dollars in millions, shares in thousands)

	December 31	2014	2013
Assets			
<i>Current Assets</i>			
Cash and cash equivalents (Note 7)	\$	3,871.6	\$ 3,830.2
Short-term investments (Note 7)		955.4	1,567.1
Accounts receivable, net of allowances of \$55.0 (2014) and \$62.2 (2013)		3,234.6	3,434.4
Other receivables		566.7	588.4
Inventories (Note 6)		2,740.0	2,928.8
Prepaid expenses and other		811.5	755.8
Total current assets		12,179.8	13,104.7
<i>Other Assets</i>			
Restricted cash (Note 3)		5,405.6	—
Investments (Note 7)		4,568.9	7,624.9
Goodwill (Note 8)		1,758.1	1,516.8
Other intangibles, net (Note 8)		2,884.2	2,814.3
Sundry		2,417.7	2,212.5
Total other assets		17,034.5	14,168.5
Property and equipment, net (Note 9)		7,963.9	7,975.5
Total assets	\$	37,178.2	\$ 35,248.7
Liabilities and Equity			
<i>Current Liabilities</i>			
Short-term borrowings and current maturities of long-term debt (Note 10)	\$	2,688.7	\$ 1,012.6
Accounts payable		1,128.1	1,119.3
Employee compensation		759.0	943.9
Sales rebates and discounts		2,068.8	1,941.7
Dividends payable		530.3	523.5
Income taxes payable (Note 13)		93.5	254.4
Deferred income taxes (Note 13)		1,466.5	792.8
Other current liabilities		2,472.6	2,328.4
Total current liabilities		11,207.5	8,916.6
<i>Other Liabilities</i>			
Long-term debt (Note 10)		5,367.7	4,200.3
Accrued retirement benefits (Note 14)		2,562.9	1,549.4
Long-term income taxes payable (Note 13)		998.5	1,078.7
Other noncurrent liabilities		1,653.5	1,863.0
Total other liabilities		10,582.6	8,691.4
Commitments and contingencies (Note 15)			
<i>Eli Lilly and Company Shareholders' Equity (Notes 11 and 12)</i>			
Common stock—no par value			
Authorized shares: 3,200,000			
Issued shares: 1,111,437 (2014) and 1,117,628 (2013)		694.6	698.5
Additional paid-in capital		5,292.3	5,050.0
Retained earnings		16,482.7	16,992.4
Employee benefit trust		(3,013.2)	(3,013.2)
Accumulated other comprehensive loss (Note 16)		(3,991.8)	(2,002.7)
Cost of common stock in treasury, 810 shares (2014) and 833 shares (2013)		(91.4)	(93.6)
Total Eli Lilly and Company shareholders' equity		15,373.2	17,631.4
Noncontrolling interests		14.9	9.3
Total equity		15,388.1	17,640.7
Total liabilities and equity	\$	37,178.2	\$ 35,248.7

See notes to consolidated financial statements.

Consolidated Statements of Shareholders' Equity

ELI LILLY AND COMPANY AND SUBSIDIARIES (Dollars in millions, shares in thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Common Stock in Treasury		Employee Benefit Trust	Shareholders' Equity
	Shares	Amount				Shares	Amount		
Balance at January 1, 2012	1,158,644	\$ 724.1	\$ 4,886.8	\$ 14,897.8	\$ (3,858.6)	853	\$ (95.3)	\$(3,013.1)	\$ 13,541.7
Net income				4,088.6					4,088.6
Other comprehensive income (loss), net of tax					61.5				61.5
Cash dividends declared per share: \$1.96				(2,186.5)					(2,186.5)
Retirement of treasury shares . .	(14,912)	(9.3)		(711.7)		(14,912)	721.1		0.1
Purchase for treasury						16,918	(819.2)		(819.2)
Issuance of stock under employee stock plans-net	2,761	1.8	(65.2)			(9)	1.0		(62.4)
Stock-based compensation			141.5						141.5
Other								(0.1)	(0.1)
Balance at December 31, 2012 . .	1,146,493	716.6	4,963.1	16,088.2	(3,797.1)	2,850	(192.4)	(3,013.2)	14,765.2
Net income				4,684.8					4,684.8
Other comprehensive income (loss), net of tax					1,794.4				1,794.4
Cash dividends declared per share: \$1.96				(2,102.8)					(2,102.8)
Retirement of treasury shares . .	(32,406)	(20.3)		(1,677.8)		(32,406)	1,698.1		—
Purchase for treasury						30,400	(1,600.0)		(1,600.0)
Issuance of stock under employee stock plans-net	3,541	2.2	(58.0)			(11)	0.7		(55.1)
Stock-based compensation			144.9						144.9
Balance at December 31, 2013 . .	1,117,628	698.5	5,050.0	16,992.4	(2,002.7)	833	(93.6)	(3,013.2)	17,631.4
Net income				2,390.5					2,390.5
Other comprehensive income (loss), net of tax					(1,989.1)				(1,989.1)
Cash dividends declared per share: \$1.97				(2,108.1)					(2,108.1)
Retirement of treasury shares . .	(12,579)	(7.9)		(792.1)		(12,579)	800.0		—
Purchase for treasury						12,579	(800.0)		(800.0)
Issuance of stock under employee stock plans-net	6,388	4.0	86.3			(23)	2.2		92.5
Stock-based compensation			156.0						156.0
Balance at December 31, 2014 . .	1,111,437	\$ 694.6	\$ 5,292.3	\$ 16,482.7	\$ (3,991.8)	810	\$ (91.4)	\$(3,013.2)	\$ 15,373.2

Consolidated Statements of Cash Flows

ELI LILLY AND COMPANY AND SUBSIDIARIES (Dollars in millions)	Year Ended December 31	2014	2013	2012
Cash Flows from Operating Activities				
Net income		\$ 2,390.5	\$ 4,684.8	\$ 4,088.6
Adjustments to Reconcile Net Income to Cash Flows from Operating Activities				
Depreciation and amortization		1,379.0	1,445.6	1,462.2
Change in deferred income taxes		(36.4)	285.9	126.0
Stock-based compensation expense		156.0	144.9	141.5
Net realized investment gains		(195.1)	(41.0)	(66.9)
Impairment charges, indefinite lived intangibles		—	—	205.0
Acquired in-process research and development, net of tax		130.2	37.1	—
Income related to termination of the exenatide collaboration with Amylin (Note 4)		—	(495.4)	(787.8)
Proceeds from terminations of interest rate swaps		340.7	—	—
Other non-cash operating activities, net		241.1	66.1	187.4
Changes in operating assets and liabilities, net of acquisitions:				
Receivables—(increase) decrease		117.4	(152.7)	361.8
Inventories—(increase) decrease		(307.1)	(286.5)	(307.9)
Other assets—(increase) decrease		411.5	116.5	231.0
Accounts payable and other liabilities—(increase) decrease		(260.7)	(70.3)	(336.1)
Net Cash Provided by Operating Activities		4,367.1	5,735.0	5,304.8
Cash Flows from Investing Activities				
Purchases of property and equipment		(1,162.6)	(1,012.1)	(905.4)
Disposals of property and equipment		15.3	179.4	22.0
Cash restricted for pending acquisition (Note 3)		(5,405.6)	—	—
Proceeds from sales and maturities of short-term investments		4,054.1	3,320.1	2,547.5
Purchases of short-term investments		(1,637.8)	(1,531.0)	(2,172.4)
Proceeds from sales of noncurrent investments		11,009.4	11,235.0	4,355.7
Purchases of noncurrent investments		(9,802.7)	(14,041.9)	(7,618.6)
Purchase of product rights		(308.3)	(24.1)	(138.8)
Purchases of in-process research and development		(95.0)	(57.1)	—
Cash paid for acquisitions, net of cash acquired		(551.4)	(43.7)	(199.3)
Proceeds from prepayment of revenue-sharing obligation (Note 4)		—	—	1,212.1
Other investing activities, net		(24.5)	(97.4)	64.4
Net Cash Used for Investing Activities		(3,909.1)	(2,072.8)	(2,832.8)
Cash Flows from Financing Activities				
Dividends paid		(2,101.2)	(2,120.7)	(2,187.4)
Net change in short-term borrowings		2,680.6	—	—
Proceeds from issuance of long-term debt		992.9	—	—
Repayments of long-term debt		(1,034.8)	(10.5)	(1,511.1)
Purchases of common stock		(800.0)	(1,698.1)	(721.1)
Other financing activities, net		187.4	—	—
Net Cash Used for Financing Activities		(75.1)	(3,829.3)	(4,419.6)
Effect of exchange rate changes on cash and cash equivalents		(341.5)	(21.5)	43.9
Net increase (decrease) in cash and cash equivalents		41.4	(188.6)	(1,903.7)
Cash and cash equivalents at beginning of year		3,830.2	4,018.8	5,922.5
Cash and Cash Equivalents at End of Year		\$ 3,871.6	\$ 3,830.2	\$ 4,018.8

See notes to consolidated financial statements.

Notes to Consolidated Financial Statements

ELI LILLY AND COMPANY AND SUBSIDIARIES

(Tables present dollars in millions, except per-share data)

Note 1: Summary of Significant Accounting Policies

Basis of presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP). The accounts of all wholly-owned and majority-owned subsidiaries are included in the consolidated financial statements. Where our ownership of consolidated subsidiaries is less than 100 percent, the noncontrolling shareholders' interests are reflected as a separate component of equity. All intercompany balances and transactions have been eliminated.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from those estimates. We issued our financial statements by filing with the Securities and Exchange Commission and have evaluated subsequent events up to the time of the filing.

Certain reclassifications have been made to prior periods in the consolidated financial statements and accompanying notes to conform with the current presentation.

All per-share amounts, unless otherwise noted in the footnotes, are presented on a diluted basis, that is, based on the weighted-average number of outstanding common shares plus the effect of dilutive stock options and other incremental shares.

Cash equivalents

We consider all highly liquid investments with a maturity of three months or less from the date of purchase to be cash equivalents. The cost of these investments approximates fair value.

Inventories

We state all inventories at the lower of cost or market. We use the last-in, first-out (LIFO) method for the majority of our inventories located in the continental United States (U.S.). Other inventories are valued by the first-in, first-out (FIFO) method. FIFO cost approximates current replacement cost.

Investments

Substantially all of our investments in debt and marketable equity securities are classified as available-for-sale. Investment securities with maturity dates of less than one year from the date of the balance sheet are classified as short-term. Available-for-sale securities are carried at fair value with the unrealized gains and losses, net of tax, reported in other comprehensive income (loss). The credit portion of unrealized losses on our debt securities considered to be other-than-temporary is recognized in earnings. The remaining portion of the other-than-temporary impairment on our debt securities is then recorded, net of tax, in other comprehensive income (loss). The entire amount of other-than-temporary impairment on our equity securities is recognized in earnings. We do not evaluate cost-method investments for impairment unless there is an indicator of impairment. We review these investments for indicators of impairment on a regular basis. Realized gains and losses on sales of available-for-sale securities are computed based upon specific identification of the initial cost adjusted for any other-than-temporary declines in fair value that were recorded in earnings. Investments in companies over which we have significant influence but not a controlling interest are accounted for using the equity method with our share of earnings or losses reported in other-net, (income) expense. We own no investments that are considered to be trading securities.

Risk-management instruments

Our derivative activities are initiated within the guidelines of documented corporate risk-management policies and offset losses and gains on the assets, liabilities, and transactions being hedged. Management reviews the correlation and effectiveness of our derivatives on a quarterly basis.

For derivative contracts that are designated and qualify as fair value hedges, the derivative instrument is marked to market with gains and losses recognized currently in income to offset the respective losses and gains recognized on the underlying exposure. For derivative contracts that are designated and qualify as cash flow hedges, the effective portion of gains and losses on these contracts is reported as a component of accumulated other comprehensive loss and reclassified into earnings in the same period the hedged transaction affects earnings. Hedge ineffectiveness is immediately recognized in earnings. Derivative contracts that are not designated as hedging instruments are recorded at fair value with the gain or loss recognized in current earnings during the period of change.

We may enter into foreign currency forward or option contracts to reduce the effect of fluctuating currency exchange rates (principally the euro, the British pound, and the Japanese yen). Foreign currency derivatives used for hedging are put in place using the same or like currencies and duration as the underlying exposures. Forward and option contracts are principally used to manage exposures arising from subsidiary trade and loan payables and receivables denominated in foreign currencies. These contracts are recorded at fair value with the gain or loss recognized in other-net, (income) expense. We may enter into foreign currency forward and option contracts and currency swaps as fair value hedges of firm commitments. Forward contracts generally have maturities not exceeding 12 months.

In the normal course of business, our operations are exposed to fluctuations in interest rates which can vary the costs of financing, investing, and operating. We address a portion of these risks through a controlled program of risk management that includes the use of derivative financial instruments. The objective of controlling these risks is to limit the impact of fluctuations in interest rates on earnings. Our primary interest-rate risk exposure results from changes in short-term U.S. dollar interest rates. In an effort to manage interest-rate exposures, we strive to achieve an acceptable balance between fixed- and floating-rate debt and investment positions and may enter into interest rate swaps or collars to help maintain that balance.

Interest rate swaps or collars that convert our fixed-rate debt to a floating rate are designated as fair value hedges of the underlying instruments. Interest rate swaps or collars that convert floating-rate debt to a fixed rate are designated as cash flow hedges. Interest expense on the debt is adjusted to include the payments made or received under the swap agreements. Cash proceeds from or payments to counterparties resulting from the termination of interest rate swaps are classified as operating activities in our consolidated statement of cash flows.

We may enter into forward contracts and designate them as cash flow hedges to limit the potential volatility of earnings and cash flow associated with forecasted sales of available-for-sale securities.

Investments in debt securities are subject to different interest rate risks based on their maturities. We may manage the average maturity of our investments in debt securities to achieve economic returns using interest rate contracts, none of which are designated as hedging instruments.

We may enter into forward-starting interest rate swaps, which we designate as cash flow hedges, as part of any anticipated future debt issuances in order to reduce the risk of cash flow volatility from future changes in interest rates. Upon completion of a debt issuance and termination of the swap, the change in fair value of these instruments is recorded as part of other comprehensive income (loss) and is amortized to interest expense over the life of the debt agreement.

Goodwill and other intangibles

Goodwill results from excess consideration in a business combination over the fair value of identifiable net assets acquired. Goodwill is not amortized.

Intangible assets with finite lives are capitalized and are amortized over their estimated useful lives, ranging from 3 to 20 years.

The costs of in-process research and development (IPR&D) projects acquired directly in a transaction other than a business combination are capitalized if the projects have an alternative future use; otherwise, they are expensed immediately. The fair values of IPR&D projects acquired in business combinations are capitalized as other intangible assets. Several methods may be used to determine the estimated fair value of the IPR&D acquired in a business combination. We utilize the "income method," which applies a probability weighting that considers the risk of development and commercialization to the estimated future net cash flows that are derived from projected revenues and estimated costs. These projections are based on factors such as relevant market size, patent protection, historical pricing of similar products, and expected industry trends. The estimated future net cash flows are then discounted to the present value using an appropriate discount rate. This analysis is performed for each project independently. These assets are treated as indefinite-lived intangible assets until completion or abandonment of the projects, at which time the assets are tested for impairment and amortized over the remaining useful life or written off, as appropriate. For transactions other than a business combination, we also capitalize milestone payments incurred at or after the product has obtained regulatory approval for marketing and generally amortize those amounts over the remaining estimated useful life of the underlying asset.

Goodwill and other indefinite-lived intangible assets are reviewed for impairment at least annually and when impairment indicators are present. When required, a comparison of fair value to the carrying amount of assets is performed to determine the amount of any impairment. When determining the fair value of indefinite-lived IPR&D assets for impairment testing purposes, we utilize the "income method" discussed in the previous paragraph. Finite-lived intangible assets are reviewed for impairment when an indicator of impairment is present.

Property and equipment

Property and equipment is stated on the basis of cost. Provisions for depreciation of buildings and equipment are computed generally by the straight-line method at rates based on their estimated useful lives (12 to 50 years for buildings and 3 to 25 years for equipment). We review the carrying value of long-lived assets for potential impairment on a periodic basis and whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Impairment is determined by comparing projected undiscounted cash flows to be generated by the asset to its carrying value. If an impairment is identified, a loss is recorded equal to the excess of the asset's net book value over its fair value, and the cost basis is adjusted.

Litigation and environmental liabilities

Litigation accruals, environmental liabilities, and the related estimated insurance recoverables are reflected on a gross basis as liabilities and assets, respectively, on our consolidated balance sheets. With respect to the product liability claims currently asserted against us, we have accrued for our estimated exposures to the extent they are both probable and reasonably estimable based on the information available to us. We accrue for certain product liability claims incurred but not filed to the extent we can formulate a reasonable estimate of their costs. We estimate these expenses based primarily on historical claims experience and data regarding product usage. Legal defense costs expected to be incurred in connection with significant product liability loss contingencies are accrued when both probable and reasonably estimable. Due to a very restrictive market for product liability insurance, we are self-insured for product liability losses for all our currently marketed products.

Revenue recognition

We recognize revenue from sales of products at the time title of goods passes to the buyer and the buyer assumes the risks and rewards of ownership. Provisions for returns, discounts, and rebates are established in the same period the related sales are recognized.

In arrangements involving the delivery of more than one element (e.g., research and development, marketing and selling, manufacturing, and distribution), each required deliverable is evaluated to determine whether it qualifies as a separate unit of accounting. Our determination is based on whether the deliverable has "standalone value" to the customer. If a deliverable does not qualify as a separate unit of accounting, it is combined with the other applicable undelivered item(s) within the arrangement and these combined deliverables are treated as a single unit of accounting. The arrangement's consideration that is fixed or determinable is then allocated to each separate unit of accounting based on the relative selling price of each deliverable.

Initial fees we receive in collaborative and other similar arrangements from the partnering of our compounds under development are generally deferred and amortized into income through the expected product approval date. Initial fees may also be received for out-licensing agreements that include both an out-license of our marketing rights to commercialized products and a related commitment to supply the products. When we have determined that the marketing rights do not have standalone value, the initial fees received are generally deferred and amortized to income as net product sales over the term of the supply agreement.

Royalty revenue from licensees, which is based on third-party sales of licensed products and technology, is recorded as earned in accordance with the contract terms when third-party sales can be reasonably measured and collection of the funds is reasonably assured. This royalty revenue is included in collaboration and other revenue.

Profit-sharing due from our collaboration partners, which is based upon gross margins reported to us by our partners, is recognized as collaboration and other revenue as earned.

Developmental milestone payments earned by us are generally recorded in other-net, (income) expense. We immediately recognize the full amount of developmental milestone payments due to us upon the achievement of the milestone event if the event is objectively determinable and the milestone is substantive in its entirety. A milestone is considered substantive if the consideration earned 1) relates solely to past performance, 2) is commensurate with the enhancement in the pharmaceutical product's value associated with the achievement of the important event in its development life cycle, and 3) is reasonable relative to all of the deliverables and payment terms within the arrangement. If a milestone payment to us is part of a multiple-element commercialization arrangement and is triggered by the initiation of the commercialization period (e.g., regulatory approval for marketing or launch of the product) or the achievement of a sales-based threshold, we amortize the payment to income as we perform under the terms of the arrangement. See Note 4 for specific agreement details.

Research and development expenses and acquired IPR&D

Research and development expenses include the following:

- Research and development costs, which are expensed as incurred.
- Milestone payment obligations incurred prior to regulatory approval of the product, which are accrued when the event requiring payment of the milestone occurs.

Acquired IPR&D expense includes the initial costs of IPR&D projects, acquired directly in a transaction other than a business combination, that do not have an alternative future use.

Income taxes

Deferred taxes are recognized for the future tax effects of temporary differences between financial and income tax reporting based on enacted tax laws and rates. Federal income taxes are provided on the portion of the income of foreign subsidiaries that is expected to be remitted to the U.S. and be taxable. When foreign earnings are expected to be indefinitely reinvested outside the U.S., no accrual for U.S. income taxes is provided.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate resolution.

Earnings per share

We calculate basic earnings per share (EPS) based on the weighted-average number of common shares outstanding and incremental shares. We calculate diluted EPS based on the weighted-average number of common shares outstanding, including incremental shares and dilutive stock options.

Stock-based compensation

We recognize the fair value of stock-based compensation as expense over the requisite service period of the individual grantees, which generally equals the vesting period. Under our policy, all stock-based awards are approved prior to the date of grant. The compensation committee of the board of directors approves the value of the award and date of grant. Stock-based compensation that is awarded as part of our annual equity grant is made on a specific grant date scheduled in advance.

Note 2: Implementation of New Financial Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued a final standard on revenue recognition. Under the new standard, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In order to do so, an entity would follow the five-step process for in-scope transactions: 1) identify the contract with a customer, 2) identify the separate performance obligations in the contract, 3) determine the transaction price, 4) allocate the transaction price to the separate performance obligations in the contract, and 5) recognize revenue when (or as) the entity satisfies a performance obligation. For public entities, the provisions of the new standard are expected to become effective for annual reporting periods beginning after December 15, 2016 and early adoption is not permitted. An entity can apply the new revenue standard retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application in retained earnings. We are in the process of determining our approach to the adoption of this new revenue recognition standard, as well as the anticipated impact to our consolidated financial statements.

In July 2013, the FASB issued a clarification regarding the presentation of an unrecognized tax benefit related to a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. Under this new standard, the liability related to an unrecognized tax benefit, or a portion thereof, should be presented in the financial statements as a reduction to a deferred tax asset if available under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position. Otherwise, the unrecognized tax benefit should be presented in the financial statements as a separate liability. The assessment is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date. The provisions of the new standard are effective on a prospective basis beginning in 2014 for annual and interim reporting periods. Adoption of this standard in the first quarter of 2014 resulted in an immaterial impact to our consolidated balance sheet and did not affect our consolidated statements of operations.

Note 3: Acquisitions

During 2014 and 2012, we completed the acquisitions of Lohmann SE (Lohmann AH) and ChemGen Corporation (ChemGen), respectively. These acquisitions were accounted for as business combinations under the acquisition method of accounting. The assets acquired and liabilities assumed were recorded at their respective fair values as of the acquisition date in our consolidated financial statements. The determination of estimated fair value required management to make significant estimates and assumptions. The excess of the purchase price over the fair value of the acquired net assets, where applicable, has been recorded as goodwill. The results of operations of these acquisitions are included in our consolidated financial statements from the date of acquisition. Neither acquisition was material to our consolidated financial statements.

During 2014, we announced an agreement to acquire Novartis Animal Health (Novartis AH), which was subsequently completed in January 2015. Details of our acquisitions of businesses are further discussed below.

In addition to the acquisitions of businesses, we also acquired assets in development in 2014 and 2013 which are further discussed below in Product and Other Acquisitions and in Note 4. Upon acquisition, the acquired IPR&D related to these products was immediately written off as an expense because the products had no alternative future use. For the years ended December 31, 2014 and 2013, we recorded acquired IPR&D charges of \$200.2 million and \$57.1 million, respectively, associated with these transactions. There were no acquired IPR&D charges in 2012.

Acquisitions of Businesses

Subsequent Event - Novartis AH Acquisition

Overview of Transaction

On January 1, 2015, we acquired from Novartis AG all of the shares of certain Novartis subsidiaries and all of the assets of other Novartis subsidiaries that are exclusively related to the Novartis AH business in an all-cash transaction for a total purchase price of approximately \$5.4 billion, subject to working capital and other adjustments. As of December 31, 2014, there was \$5.41 billion of cash held in escrow for the pending acquisition of Novartis AH. This cash was classified as restricted cash, a noncurrent asset, on our consolidated balance sheet. The accounting for the acquisition and the results of the Novartis AH operations will be included in our financial statements for the period beginning on January 1, 2015.

As a condition to the clearance of the transaction under the Hart-Scott-Rodino Antitrust Improvement Act, following the closing of the acquisition of Novartis AH, we divested certain animal health assets in the U.S. related to the Sentinel[®] canine parasiticide franchise to Virbac Corporation for approximately \$410 million.

The acquired Novartis AH business consists of the research and development, manufacture, marketing, sale and distribution of veterinary products to prevent and treat diseases in pets, farm animals, and farmed fish. Under the terms of the agreement, we acquired manufacturing sites, research and development facilities, a global commercial infrastructure and portfolio of products, a pipeline of projects in development, and employees.

Assets Acquired and Liabilities Assumed

The initial accounting for this acquisition is incomplete. Significant, relevant information needed to complete the initial accounting is not available because the valuation of the assets acquired and liabilities assumed is not complete. As a result, determining these values is not practicable and we are unable to disclose these values or provide other related disclosures at this time.

Supplemental Pro Forma Information

Our unaudited pro forma consolidated revenue for 2014 is approximately \$20.7 billion. This amount was determined as if the portion of Novartis AH that we retained after the sale to Virbac had been acquired as of January 1, 2014. This unaudited pro forma consolidated revenue is not necessarily indicative of what our consolidated revenues actually would have been had we completed the acquisition on January 1, 2014.

Lohmann AH Acquisition

On April 30, 2014, we acquired Lohmann AH, a privately-held company headquartered in Cuxhaven, Germany, through a stock purchase for a total purchase price of \$591.2 million, comprised of \$551.4 million of net cash plus \$39.8 million of assumed debt. Lohmann AH is a global leader in poultry vaccines. As part of this transaction, we acquired the rights to a range of vaccines, commercial capabilities, and manufacturing sites in Germany and the United States. Preliminary amounts currently recorded in connection with this acquisition include \$275.4 million of marketed product assets, \$23.9 million of other intangible assets, \$89.8 million of property and equipment, \$243.7 million of goodwill, and \$92.7 million of deferred tax liability, with \$51.1 million of other net assets. The final determination may result in asset and liability fair values that differ from the preliminary estimates, but it is not expected that these differences will be material to our consolidated financial statements. Goodwill associated with this acquisition is not deductible for tax purposes.

ChemGen

On February 17, 2012, we acquired all of the outstanding stock of ChemGen, a privately-held bioscience company specializing in the development and commercialization of innovative feed-enzyme products that improve the efficiency of poultry, egg, and meat production, for total purchase consideration of \$206.9 million in cash. In connection with this acquisition, we recorded \$151.5 million of marketed product assets and \$55.4 million of other net assets.

Product and Other Acquisitions

In connection with the arrangements described below, our partners may be entitled to future royalties based on sales should these products be approved for commercialization and/or milestones based on the successful progress of the drug candidate through the development process.

In July 2014, we entered into a co-discovery and co-development collaboration with Immunocore Limited to research and potentially develop pre-clinical novel T cell-based cancer therapies. Upon entering the agreement, we paid an upfront fee of \$45.0 million in cash and a related charge was recorded for acquired IPR&D.

In September 2014, we entered into a collaboration agreement with AstraZeneca UK Limited (AstraZeneca) for the worldwide co-development and co-commercialization of AstraZeneca's oral beta-secretase cleaving enzyme inhibitor known as AZD3293, a compound being investigated for the potential treatment of Alzheimer's disease. At the time of the agreement, AZD3293 had completed Phase I testing in patients with early Alzheimer's disease. We will be responsible for leading development efforts, while AstraZeneca will be responsible for manufacturing efforts. If successful, both parties will take joint responsibility for commercialization of AZD3293. Under the agreement, both parties will share equally in the ongoing development costs, gross margins and certain other costs associated with the commercialization of the compound. Upon execution of the agreement, we immediately recorded, as an acquired IPR&D charge, our obligation associated with a payment of \$50.0 million which we will pay to AstraZeneca in 2015.

In December 2014, we entered into a collaboration agreement with Adocia for the worldwide development and commercialization of Adocia's ultra-rapid insulin, known as BioChaperone Lispro, a compound being developed for the treatment of patients with type 1 and type 2 diabetes. BioChaperone Lispro is currently in Phase I studies. We will be responsible for leading development, manufacturing, and commercialization efforts. Upon entering the agreement, we paid an upfront fee of \$50.0 million in cash and a related charge was recorded for acquired IPR&D.

In December 2013, we acquired for \$57.1 million in cash, all development and commercial rights for a calcitonin gene-related peptide antibody being studied as a potential treatment for the prevention of frequent, recurrent migraine headaches. At the time of the purchase, the product had completed a successful Phase II proof-of-concept study and a related charge was recorded for acquired IPR&D.

Note 4: Collaborations and Other Arrangements

We often enter into collaborative and other similar arrangements to develop and commercialize drug candidates. Collaborative activities may include research and development, marketing and selling (including promotional activities and physician detailing), manufacturing, and distribution. These arrangements often require milestone and royalty or profit-share payments, contingent upon the occurrence of certain future events linked to the success of the asset in development, as well as expense reimbursements or payments to the collaboration partner. Elements within a collaboration are separated into individual units of accounting if they have standalone value from other elements within the arrangement. In these situations, the arrangement consideration is allocated to the elements on a relative selling price basis. Revenues related to products we sell pursuant to these arrangements are included in net product sales, while other sources of revenue (e.g., royalties and profit sharing due from our partner) are included in collaboration and other revenue. For the years ended December 31, 2014, 2013, and 2012, we recognized collaboration and other revenue of \$788.4 million, \$707.5 million, and \$633.0 million, respectively. Operating expenses for costs incurred pursuant to these arrangements are reported in their respective expense line item, net of any payments due to or reimbursements due from our collaboration partners, with such reimbursements being recognized at the time the party becomes obligated to pay. Each collaboration is unique in nature, and our more significant arrangements are discussed below.

Diabetes Collaboration

We and Boehringer Ingelheim have a global agreement to jointly develop and commercialize a portfolio of diabetes compounds. Currently, the compounds included in the collaboration are Boehringer Ingelheim's two oral diabetes agents, linagliptin (trade name Trajenta[®]) and empagliflozin (trade name Jardiance[®]), and our new insulin glargine product (trade name Basaglar[®] in the U.S.).

Trajenta was approved in 2011 and launched in the U.S., Japan, certain countries in Europe, and other countries. Jardiance was approved in Europe, the U.S., and Japan in May, August, and December 2014, respectively. The product was launched in certain European countries and the U.S. in the third quarter of 2014. Our new insulin glargine product was approved by the European Commission in Europe in September 2014 and regulatory authorities in Japan in December 2014. Basaglar received tentative approval in the U.S. in August 2014. The U.S. Food and Drug Administration (FDA) has determined that Basaglar meets all regulatory requirements for approval, but final approval is subject to a delay of up to 30 months as a result of patent infringement litigation filed by Sanofi, which makes Lantus[®], the only currently marketed insulin glargine. Under the Drug Price Competition and Patent Term Restoration Act of 1984 (the Hatch-Waxman Act), the initiation of the lawsuit automatically invoked a stay of final FDA approval for a period of 30 months (until July 2016), which may be shortened in the event of an earlier court decision in our favor.

In connection with the approval of Trajenta in the U.S., Japan, and Europe, we paid \$478.7 million in success-based regulatory milestones, all of which were capitalized as intangible assets and are being amortized to cost of sales.

In connection with the approval of Jardiance in Europe, the U.S., and Japan, we incurred success-based regulatory milestones of \$300.5 million, which were capitalized as intangible assets and will be amortized to cost of sales. We incurred milestone-related expenses of \$97.2 million in connection with regulatory submissions for Jardiance in Europe, the U.S., and Japan during 2013. These regulatory submission milestones were recorded as research and development expenses.

Upon the approval of our new insulin glargine product in Europe and Japan during 2014, we recorded, as deferred revenue, \$62.5 million in milestones which will be amortized to collaboration and other revenue upon product launch in Europe and Japan through the term of the collaboration (2029). During 2013, we earned \$50.0 million in milestones for the regulatory submissions of our new insulin glargine product in the U.S., Europe, and Japan. These submission milestones were recorded as income in other-net, (income) expense. In the future, we will be eligible to receive up to \$187.5 million in success-based regulatory milestones on our new insulin glargine product.

In October 2014, we and Boehringer Ingelheim agreed upon certain changes to the operational and financial structure of our diabetes collaboration. Under the revised agreement the companies will continue their co-promotion work in 17 countries, representing over 90 percent of the collaboration's anticipated market opportunity. In the other countries, the companies will exclusively commercialize the respective molecules they brought to the collaboration. The modifications became effective at the end of 2014, and will change the financial terms related to the modified countries; however, the financial impact resulting from the revised terms of the agreement in these countries is not anticipated to be material. As a result of these changes, in the fourth quarter of 2014, we recorded a gain of \$92.0 million related to the transfer to Boehringer Ingelheim of our license rights to co-promote linagliptin and empagliflozin in these countries, which was recorded as income in other-net, (income) expense. We also incurred a charge of \$55.2 million related to the transfer to us of Boehringer Ingelheim's rights to co-promote our new insulin glargine product in countries where it is not yet approved, which was recorded as acquired IPR&D expense.

With the exception of the countries affected by the amendment to the collaboration agreement, the companies share equally the ongoing development costs and, if successful, commercialization costs and gross margin for any product resulting from the collaboration. We record our portion of the gross margin associated with Boehringer Ingelheim's compounds as collaboration and other revenue, and we record our portion of the commercialization costs as marketing, selling, and administrative expense. Each company will also be entitled to potential performance payments on sales of the molecules they contribute to the collaboration. Our revenue related to Trajenta was \$328.8 million, \$249.2 million, and \$88.6 million for the years ended December 31, 2014, 2013, and 2012, respectively. Our revenue related to Jardiance was not material for the year ended December 31, 2014.

Effient®

We are in a collaborative arrangement with Daiichi Sankyo Co., Ltd. (Daiichi Sankyo) to develop, market, and promote Effient. We and Daiichi Sankyo co-promote Effient in certain territories (including the U.S. and five major European markets), while we have exclusive marketing rights in certain other territories. Daiichi Sankyo has exclusive marketing rights in Japan and certain other territories. The parties share approximately 50/50 in the profits, as well as in the costs of development and marketing in the co-promotion territories. A third party manufactures bulk product, and we produce the finished product for our exclusive and co-promotion territories. We record product sales in our exclusive and co-promotion territories. In our exclusive territories, we pay Daiichi Sankyo a royalty specific to these territories. Profit-share payments due to Daiichi Sankyo are recorded as marketing, selling, and administrative expenses. All royalties due to Daiichi Sankyo and the third-party manufacturer are recorded in cost of sales. Effient sales were \$522.2 million, \$508.7 million, and \$457.2 million for the years ended December 31, 2014, 2013, and 2012, respectively.

Erbix®

We have several collaborations with respect to Erbitux. The most significant collaborations are in the U.S., Canada, and Japan (Bristol-Myers Squibb Company); and worldwide except the U.S. and Canada (Merck KGaA). Upon expiration of the agreements, all of the rights to Erbitux in the U.S. and Canada return to us and certain rights to Erbitux outside the U.S. and Canada will remain with Merck KGaA (Merck).

The following table summarizes our revenue recognized with respect to Erbitux:

	2014	2013	2012
Net product sales	\$ 46.1	\$ 58.5	\$ 76.4
Collaboration and other revenue	327.2	315.2	320.6
Total revenue	<u>\$ 373.3</u>	<u>\$ 373.7</u>	<u>\$ 397.0</u>

Bristol-Myers Squibb Company

Pursuant to commercial agreements with Bristol-Myers Squibb Company and E.R. Squibb (collectively, BMS), we are co-developing Erbitux in the U.S. and Canada with BMS through September 2018, exclusively, and in Japan with BMS and Merck through 2032. Under these arrangements, Erbitux research and development and other costs are shared by both companies according to a predetermined ratio.

Responsibilities associated with clinical and other ongoing studies are apportioned between the parties under the agreements. Collaborative reimbursements due to us for supply of clinical trial materials; for research and development; and for a portion of marketing, selling, and administrative expenses are recorded as a reduction to the respective expense line items on the consolidated statement of operations. We receive a distribution fee in the form of a royalty from BMS, based on a percentage of net sales in the U.S. and Canada, which is recorded in collaboration and other revenue. Royalties due to third parties are recorded as a reduction of collaboration and other revenue, net of any royalty reimbursements due from third parties.

We are responsible for the manufacture and supply of all requirements of Erbitux in bulk-form active pharmaceutical ingredient (API) for clinical and commercial use in the U.S. and Canada, and BMS will purchase all of its requirements of API for commercial use from us, subject to certain stipulations per the agreement. Sales of Erbitux to BMS for commercial use are reported in net product sales.

Merck KGaA

A development and license agreement grants Merck exclusive rights to market Erbitux outside of the U.S. and Canada, and expires in December 2018. A separate agreement grants co-exclusive rights among Merck, BMS, and us in Japan and expires in 2032.

Merck manufactures Erbitux for supply in its territory as well as for Japan. We receive a royalty on the sales of Erbitux outside of the U.S. and Canada, which is included in collaboration and other revenue as earned. Royalties due to third parties are recorded as a reduction of collaboration and other revenue, net of any royalty reimbursements due from third parties.

Exenatide

In November 2011, we agreed with Amylin Pharmaceuticals, Inc. (Amylin) to terminate our collaborative arrangement for the joint development, marketing, and selling of Byetta[®] (exenatide injection) and other forms of exenatide such as Bydureon[®] (exenatide extended-release for injectable suspension). Under the terms of the termination agreement, Amylin made a one-time, upfront payment to us of \$250.0 million. Amylin also agreed to make future revenue-sharing payments to us in an amount equal to 15.0 percent of its global net sales of exenatide products until Amylin made aggregate payments to us of \$1.20 billion plus interest, which would accrue at 9.5 percent. Upon completion of the acquisition of Amylin by Bristol-Myers Squibb Company in August 2012, Amylin's obligation of \$1.26 billion, including accrued interest, was paid in full, with \$1.21 billion representing a prepayment of the obligation. We will also receive a \$150.0 million milestone payment contingent upon FDA approval of a once-monthly suspension version of exenatide.

Commercial operations were transferred to Amylin in the U.S. in late 2011. Outside the U.S., we transferred to Amylin exenatide commercial rights and control in all markets during the first quarter of 2013. We were responsible for certain development costs related to certain clinical trials outside the U.S. that we were conducting as of the date of the termination agreement as well as commercialization costs outside the U.S. until the commercial rights were transferred to Amylin.

Payments received from Amylin were allocated 65 percent to the U.S., which was treated as a contract termination, and 35 percent to the business outside the U.S., which was treated as the disposition of a business. The allocation was based upon relative fair values. The revenue-sharing income allocated to the U.S. was recognized as collaboration and other revenue, consistent with our policy for royalty revenue, while the income related to the prepayment of Amylin's obligation allocated to the U.S. was recognized in other-net, (income) expense. All income allocated to the business outside the U.S. that was transferred during the first quarter of 2013 was recognized as a gain on the disposition of a business in other-net, (income) expense, net of the goodwill allocated to the business transferred.

Under the terms of our prior arrangement, we reported as net product sales 100 percent of sales outside the U.S. and our sales of Byetta pen delivery devices to Amylin. We paid Amylin a percentage of the gross margin of exenatide sales outside of the U.S., and these costs were recorded in cost of sales. This arrangement for the commercial operations outside the U.S. continued until those rights were transferred to Amylin during the first quarter of 2013.

Total revenue related to exenatide was insignificant in 2014. The following table summarizes the revenue and other income recognized with respect to exenatide for the years ended December 31, 2013 and 2012:

	2013	2012
Net product sales	\$ 133.1	\$ 207.8
Collaboration and other revenue	—	70.1
Total revenue	<u>\$ 133.1</u>	<u>\$ 277.9</u>
Income related to termination of the exenatide collaboration with Amylin ⁽¹⁾	\$ 495.4	\$ 787.8

¹ Presented in other-net, (income) expense

Solanezumab

We have an agreement with an affiliate of TPG-Axon Capital (TPG) whereby TPG funded a portion of the Phase III development of solanezumab. Under the agreement, TPG's obligation to fund solanezumab costs ended in 2011. In exchange for their funding, TPG may receive success-based sales milestones totaling approximately \$70 million and mid-single digit royalties contingent upon the successful development of solanezumab. The royalties would be paid for approximately 10 years after launch of a product.

Baricitinib

We have a worldwide license and collaboration agreement with Incyte Corporation (Incyte) which provides us the development and commercialization rights to its Janus tyrosine kinase inhibitor compound, now known as baricitinib, and certain follow-on compounds, for the treatment of inflammatory and autoimmune diseases. Incyte has the right to receive tiered, double-digit royalty payments on future global sales with rates ranging up to 20 percent if the product is successfully commercialized. The agreement provides Incyte with options to co-develop these compounds on an indication-by-indication basis by funding 30 percent of the associated development costs from the initiation of a Phase IIb trial through regulatory approval in exchange for increased tiered royalties ranging up to percentages in the high twenties. In 2010, Incyte exercised its option to co-develop baricitinib in rheumatoid arthritis. The agreement also provides Incyte with an option to co-promote in the U.S. and calls for payments associated with certain development, success-based regulatory, and sales-based milestones. Upon initiation of Phase III trials for the treatment of rheumatoid arthritis in the fourth quarter of 2012, we incurred a milestone-related expense of \$50.0 million which was recorded as research and development expense. As of December 31, 2014, Incyte is eligible to receive up to \$415.0 million of additional payments from us contingent upon certain development and success-based regulatory milestones as well as an additional \$150.0 million of potential sales-based milestones.

Tanezumab

In October 2013, we entered into a collaboration agreement with Pfizer Inc. to jointly develop and globally commercialize tanezumab for the potential treatment of osteoarthritis pain, chronic low back pain and cancer pain. Tanezumab is currently in Phase III development and is subject to a partial clinical hold by the FDA pending submission of nonclinical data to the FDA. Under the agreement, the companies share equally the ongoing development costs and, if successful, in gross margins and certain commercialization expenses. Contingent upon the parties continuing in the collaboration after receipt of the FDA's response to the submission of the nonclinical data, we will be obligated to pay an upfront fee of \$200.0 million. This payment would be immediately expensed. In addition to this fee, we may pay up to \$350.0 million in success-based regulatory milestones and up to \$1.23 billion in a series of sales-based milestones, contingent upon the commercial success of tanezumab. Both parties have the right to terminate the agreement under certain circumstances.

Summary of Commission and Profit-Share Payments

The aggregate amount of marketing, selling, and administrative expense associated with our commission and profit-sharing obligations for the collaborations and other arrangements described above was \$211.2 million, \$203.7 million, and \$188.5 million for the years ended December 31, 2014, 2013, and 2012, respectively.

Note 5: Asset Impairment, Restructuring, and Other Special Charges

The components of the charges included in asset impairment, restructuring, and other special charges in our consolidated statements of operations are described below. Substantially all of these expenses relate to our human pharmaceutical business segment.

	2014	2013	2012
Severance	\$ 225.5	\$ 90.6	\$ 74.5
Asset impairment and other special charges	243.2	30.0	206.6
Asset impairment, restructuring, and other special charges	<u>\$ 468.7</u>	<u>\$ 120.6</u>	<u>\$ 281.1</u>

Severance costs listed above for all years relate to ongoing cost containment efforts as we continue our initiatives to reduce our cost structure and global workforce. Substantially all of the severance costs incurred during the year ended December 31, 2014 are expected to be paid by the end of 2015, and substantially all of the severance costs incurred during the years ended December 31, 2013 and 2012 have been paid.

For the year ended December 31, 2014, we incurred \$243.2 million of asset impairment and other special charges consisting primarily of a \$180.8 million asset impairment charge related to our decision to close and sell a manufacturing plant located in Puerto Rico. The manufacturing plant was written down to its estimated fair value, which was based primarily on recent sales of similar assets.

For the year ended December 31, 2013, we incurred \$30.0 million of asset impairment and other special charges related primarily to costs associated with the closure of a packaging and distribution facility in Germany.

For the year ended December 31, 2012, we incurred \$206.6 million of asset impairment and other special charges consisting of \$122.6 million related to an intangible asset impairment for liprotamase (see Note 8) net of the reduction of the related contingent consideration liability, \$64.0 million related to the recognition of an asset impairment associated with the decision to stop development of a delivery device platform, and \$20.0 million resulting from a change in our estimates of returned product related to the withdrawal of Xigris™ from the market during the fourth quarter of 2011.

Note 6: Inventories

Inventories at December 31 consisted of the following:

	2014	2013
Finished products	\$ 838.0	\$ 968.1
Work in process	1,715.4	1,868.3
Raw materials and supplies	315.0	259.0
Total (approximates replacement cost)	2,868.4	3,095.4
Reduction to LIFO cost	(128.4)	(166.6)
Inventories	<u>\$ 2,740.0</u>	<u>\$ 2,928.8</u>

Inventories valued under the LIFO method comprised \$1.09 billion and \$1.02 billion of total inventories at December 31, 2014 and 2013, respectively.

Note 7: Financial Instruments

Financial instruments that potentially subject us to credit risk consist principally of trade receivables and interest-bearing investments. Wholesale distributors of life-science products account for a substantial portion of trade receivables; collateral is generally not required. The risk associated with this concentration is mitigated by our ongoing credit-review procedures and insurance. A large portion of our cash is held by a few major financial institutions. We monitor our exposures with these institutions and do not expect any of these institutions to fail to meet their obligations. Major financial institutions represent the largest component of our investments in corporate debt securities. In accordance with documented corporate policies, we monitor the amount of credit exposure to any one financial institution or corporate issuer. We are exposed to credit-related losses in the event of nonperformance by counterparties to risk-management instruments but do not expect any counterparties to fail to meet their obligations given their high credit ratings.

At December 31, 2014, we had outstanding foreign currency forward commitments to purchase 330.6 million U.S. dollars and sell 270.3 million euro; commitments to purchase 1.18 billion euro and sell 1.45 billion U.S. dollars; commitments to purchase 190.4 million British pounds and sell 242.4 million euro; and commitments to purchase 332.6 million U.S. dollars and sell 40.04 billion Japanese yen, which will all settle within 30 days.

At December 31, 2014, substantially all of our total long-term debt is at a fixed rate. We have converted approximately 55 percent of our long-term fixed-rate notes to floating rates through the use of interest rate swaps.

At December 31, 2014, the total notional amounts of forward-starting interest rate contracts in designated cash flow hedging instruments were \$1.35 billion, which will all settle within three months.

The Effect of Risk Management Instruments on the Statement of Operations

The following effects of risk-management instruments were recognized in other-net, (income) expense:

	2014	2013	2012
Fair value hedges:			
Effect from hedged fixed-rate debt	\$ 156.9	\$ (308.2)	\$ 51.5
Effect from interest rate contracts	(156.9)	308.2	(51.5)
Cash flow hedges:			
Effective portion of losses on equity contracts reclassified from accumulated other comprehensive loss ⁽¹⁾	129.0	—	—
Effective portion of losses on interest rate contracts reclassified from accumulated other comprehensive loss	9.0	9.0	9.0
Net (gains) losses on foreign currency exchange contracts not designated as hedging instruments	(20.4)	15.4	(35.8)
Net losses on interest rate contracts not designated as hedging instruments	3.4	—	—

¹ Realized gains on the sale of underlying equity securities recognized in other-net, (income) expense were \$260.8 million during the year ended December 31, 2014. There were no realized gains on the sale of underlying equity securities during the years ended December 31, 2013 and 2012.

During the years ended December 31, 2014, 2013, and 2012, net losses related to ineffectiveness, as well as net losses related to the portion of our risk-management hedging instruments, fair value hedges, and cash flow hedges that were excluded from the assessment of effectiveness, were not material.

Fair Value Hedges

During the year ended December 31, 2014, we terminated certain interest rate swaps designated as fair value hedges with an aggregate notional amount of \$1.30 billion. As a result of the termination, we received cash of \$340.7 million, which represented the fair value of the interest rate swaps at the time of termination. The related fair value adjustment was recorded as an increase to the carrying value of the underlying fixed-rate debt and will be amortized into earnings as a reduction of interest expense over the remaining life of the underlying debt.

Cash Flow Hedges

The effective portion of equity contracts in designated cash flow hedging relationships recorded in other comprehensive income (loss) was \$149.6 million and \$(149.6) million during the years ended December 31, 2014 and 2013, respectively. There were no equity contracts in designated cash flow hedging relationships in 2012. During the year ended December 31, 2014, we sold all of the underlying equity securities that had been in designated cash flow hedging relationships. At the time of the sales, we reclassified to earnings the accumulated other comprehensive loss related to the cash flow hedges and the previously unrealized gains on the underlying equity securities.

For forward-starting interest rate swaps in designated cash flow hedging relationships associated with an anticipated debt issuance, the effective portion of net gains (losses) recorded in other comprehensive income (loss) was \$(164.7) million and \$16.7 million for the years ended December 31, 2014 and 2013. There were no forward-starting interest rate swaps in designated cash flow hedging relationships in 2012.

During the next 12 months, we expect to reclassify from accumulated other comprehensive loss to earnings \$9.0 million of pretax net losses on cash flow hedges of the variability in expected future interest payments on our floating rate debt.

Non-Hedging Instruments

During the year ended December 31, 2014, we settled fixed-rate interest contracts used to manage interest rate risks on our investments in debt securities, which were not designed as hedging instruments. The aggregate notional amount of the settled contracts was \$876.0 million, and we paid \$3.4 million of cash to the counterparties upon settlement.

Fair Value of Financial Instruments

The following tables summarize certain fair value information at December 31 for assets and liabilities measured at fair value on a recurring basis, as well as the carrying amount and amortized cost of certain other investments:

Description	Carrying Amount	Amortized Cost	Fair Value Measurements Using			Fair Value
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
December 31, 2014						
Cash equivalents	<u>\$ 2,443.5</u>	<u>\$ 2,443.5</u>	\$ 2,415.5	\$ 28.0	\$ —	\$ 2,443.5
Short-term investments:						
U.S. government and agencies	\$ 185.5	\$ 185.6	\$ 156.5	\$ 29.0	\$ —	\$ 185.5
Corporate debt securities . . .	767.4	766.7	—	767.4	—	767.4
Other securities	2.5	2.5	—	2.5	—	2.5
Short-term investments	<u>\$ 955.4</u>	<u>\$ 954.8</u>				
Noncurrent investments:						
U.S. government and agencies	\$ 756.7	\$ 757.5	\$ 747.5	\$ 9.2	\$ —	\$ 756.7
Corporate debt securities . . .	2,462.7	2,468.9	—	2,462.7	—	2,462.7
Mortgage-backed	217.0	217.6	—	217.0	—	217.0
Asset-backed	477.8	478.0	—	477.8	—	477.8
Other securities	3.2	3.2	—	3.2	—	3.2
Marketable equity	204.8	44.0	204.8	—	—	204.8
Equity method and other investments ⁽¹⁾	446.7	446.7				
Noncurrent investments	<u>\$ 4,568.9</u>	<u>\$ 4,415.9</u>				
December 31, 2013						
Cash equivalents	<u>\$ 2,574.7</u>	<u>\$ 2,574.7</u>	\$ 2,517.1	\$ 57.6	\$ —	\$ 2,574.7
Short-term investments:						
U.S. government and agencies	\$ 276.4	\$ 276.6	\$ 276.4	\$ —	\$ —	\$ 276.4
Corporate debt securities . . .	931.7	929.8	—	931.7	—	931.7
Other securities	2.7	2.7	—	2.7	—	2.7
Marketable equity	356.3	75.0	356.3	—	—	356.3
Short-term investments	<u>\$ 1,567.1</u>	<u>\$ 1,284.1</u>				
Noncurrent investments:						
U.S. government and agencies	\$ 1,115.6	\$ 1,126.1	\$ 1,035.6	\$ 80.0	\$ —	\$ 1,115.6
Corporate debt securities . . .	4,940.5	4,933.7	—	4,940.5	—	4,940.5
Mortgage-backed	636.0	652.4	—	636.0	—	636.0
Asset-backed	490.0	494.5	—	490.0	—	490.0
Other securities	7.3	8.3	—	7.3	—	7.3
Marketable equity	81.2	22.8	81.2	—	—	81.2
Equity method and other investments ⁽¹⁾	354.3	354.3				
Noncurrent investments	<u>\$ 7,624.9</u>	<u>\$ 7,592.1</u>				

¹ Fair value not applicable

Description	Carrying Amount	Fair Value Measurements Using			Fair Value
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Short-term commercial paper borrowings					
December 31, 2014	\$ (2,680.6)	\$ —	\$ (2,680.6)	\$ —	\$ (2,680.6)
December 31, 2013	—	—	—	—	—
Long-term debt, including current portion					
December 31, 2014	\$ (5,375.8)	\$ —	\$ (5,722.1)	\$ —	\$ (5,722.1)
December 31, 2013	(5,212.9)	—	(5,490.9)	—	(5,490.9)

Description	Carrying Amount	Fair Value Measurements Using			Fair Value
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
December 31, 2014					
Risk-management instruments					
Interest rate contracts designated as hedging instruments:					
Other receivables	\$ 102.5	\$ —	\$ 102.5	\$ —	\$ 102.5
Other current liabilities	(149.5)	—	(149.5)	—	(149.5)
Other noncurrent liabilities	(0.7)	—	(0.7)	—	(0.7)
Foreign exchange contracts not designated as hedging instruments:					
Other receivables	9.1	—	9.1	—	9.1
Other current liabilities	(14.0)	—	(14.0)	—	(14.0)
December 31, 2013					
Risk-management instruments					
Interest rate contracts designated as hedging instruments:					
Other receivables	\$ 20.1	\$ —	\$ 20.1	\$ —	\$ 20.1
Sundry	278.7	—	278.7	—	278.7
Other noncurrent liabilities	(0.9)	—	(0.9)	—	(0.9)
Foreign exchange contracts not designated as hedging instruments:					
Other receivables	6.7	—	6.7	—	6.7
Other current liabilities	(7.1)	—	(7.1)	—	(7.1)
Equity contracts designated as hedging instruments:					
Other current liabilities	(149.6)	—	(149.6)	—	(149.6)

Risk-management instruments above are disclosed on a gross basis. There are various rights of setoff associated with certain of the risk-management instruments above that are subject to an enforceable master netting arrangement or similar agreements. Although various rights of setoff and master netting arrangements or similar agreements may exist with the individual counterparties to the risk-management instruments above, individually, these financial rights are not material.

We determine fair values based on a market approach using quoted market values, significant other observable inputs for identical or comparable assets or liabilities, or discounted cash flow analyses. The fair value of equity method investments and other investments is not readily available.

The table below summarizes the contractual maturities of our investments in debt securities measured at fair value as of December 31, 2014:

	Maturities by Period				
	Total	Within 1 Year	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years
Fair value of debt securities	\$ 4,872.8	\$ 955.4	\$ 3,462.1	\$ 230.7	\$ 224.6

A summary of the fair value of available-for-sale securities in an unrealized gain or loss position and the amount of unrealized gains and losses (pretax) in accumulated other comprehensive loss follows:

	2014	2013
Unrealized gross gains	\$ 171.9	\$ 375.6
Unrealized gross losses	18.3	59.8
Fair value of securities in an unrealized gain position	1,778.8	4,982.7
Fair value of securities in an unrealized loss position	3,129.2	3,664.7

Other-than-temporary impairment losses on investment securities of \$12.5 million, \$11.3 million, and \$22.6 million were recognized in the consolidated statements of operations for the years ended December 31, 2014, 2013, and 2012, respectively. For fixed-income securities, the amount of credit losses represents the difference between the present value of cash flows expected to be collected on these securities and the amortized cost. Factors considered in assessing the credit loss were the position in the capital structure, vintage and amount of collateral, delinquency rates, current credit support, and geographic concentration.

The securities in an unrealized loss position include fixed-rate debt securities of varying maturities. The value of fixed-income securities is sensitive to changes in the yield curve and other market conditions.

Approximately 90 percent of the securities in a loss position are investment-grade debt securities. At this time, there is no indication of default on interest or principal payments for debt securities other than those for which an other-than-temporary impairment charge has been recorded. We do not intend to sell, and it is not more likely than not we will be required to sell, the securities in a loss position before the market values recover or the underlying cash flows have been received, and we have concluded that no additional other-than-temporary loss is required to be charged to earnings as of December 31, 2014.

Activity related to our investment portfolio, substantially all of which related to available-for-sale securities, was as follows:

	2014	2013	2012
Proceeds from sales	\$ 14,609.5	\$ 13,753.5	\$ 6,529.8
Realized gross gains on sales	353.5	49.5	82.3
Realized gross losses on sales	29.4	15.4	10.9

Note 8: Goodwill and Other Intangibles

Goodwill and other indefinite-lived intangible assets at December 31 were as follows:

	2014	2013
Goodwill (by segment):		
Human pharmaceutical products	\$ 1,354.3	\$ 1,354.7
Animal health	403.8	162.1
Total goodwill	1,758.1	1,516.8
In-process research and development	11.4	33.6
Total indefinite-lived intangible assets	\$ 1,769.5	\$ 1,550.4

The increase in goodwill for the animal health segment in 2014 is a result of the acquisition of Lohmann AH (Note 3).

No impairments occurred with respect to the carrying value of goodwill for the years ended December 31, 2014, 2013, and 2012.

IPR&D consists of the acquisition date fair value of products under development acquired in business combinations that have not yet achieved regulatory approval for marketing, adjusted for subsequent impairments, if any. As discussed in Note 1, we use the "income method" to calculate the fair value of the IPR&D assets, which is a Level 3 fair value measurement.

No material impairments occurred with respect to the carrying value of IPR&D for the years ended December 31, 2014 and 2013. In 2012, we recorded impairment charges of \$205.0 million related to liprotamase as a result of changes in key assumptions used in the valuation, based upon additional communications with the FDA regarding the clinical trial that would be required for resubmission, and our expectations for the product.

The components of finite-lived intangible assets at December 31 were as follows:

Description	2014			2013		
	Carrying Amount—Gross	Accumulated Amortization	Carrying Amount—Net	Carrying Amount—Gross	Accumulated Amortization	Carrying Amount—Net
Marketed products	\$ 5,684.3	\$ (2,915.6)	\$ 2,768.7	\$ 5,136.1	\$ (2,447.2)	\$ 2,688.9
Other	149.3	(45.2)	104.1	164.8	(73.0)	91.8
Total finite-lived intangible assets	\$ 5,833.6	\$ (2,960.8)	\$ 2,872.8	\$ 5,300.9	\$ (2,520.2)	\$ 2,780.7

Marketed products consist of the amortized cost of the rights to assets acquired in business combinations and approved for marketing in a significant global jurisdiction (U.S., Europe, and Japan) and capitalized milestone payments. Other intangibles consist primarily of the amortized cost of licensed platform technologies that have alternative future uses in research and development, manufacturing technologies, and customer relationships from business combinations. No material impairments occurred with respect to the carrying value of finite-lived intangible assets for the years ended December 31, 2014, 2013 and 2012.

See Note 3 for further discussion of intangible assets acquired in recent business combinations and Note 4 for additional discussion of recent capitalized milestone payments.

As of December 31, 2014, the remaining weighted-average amortization period for finite-lived intangible assets is approximately 10 years. Amortization expense was \$535.9 million, \$555.0 million, and \$563.0 million for the years ended December 31, 2014, 2013, and 2012, respectively. The estimated amortization expense associated with our current finite-lived intangible assets for each of the next five years approximates \$465 million in 2015, \$360 million in 2016, \$325 million in 2017, \$215 million in 2018, and \$185 million in 2019. These estimated amounts exclude the amortization related to the acquired intangible assets which will be recorded in association with the January 1, 2015 acquisition of Novartis AH. Amortization expense is included in either cost of sales, marketing, selling, and administrative or research and development depending on the nature of the intangible asset being amortized.

Note 9: Property and Equipment

At December 31, property and equipment consisted of the following:

	2014	2013
Land	\$ 205.2	\$ 198.7
Buildings	6,516.2	6,489.9
Equipment	7,609.7	7,752.7
Construction in progress	1,698.2	1,205.4
	16,029.3	15,646.7
Less accumulated depreciation	(8,065.4)	(7,671.2)
Property and equipment, net	\$ 7,963.9	\$ 7,975.5

Depreciation expense for the years ended December 31, 2014, 2013, and 2012 was \$759.1 million, \$774.8 million, and \$754.0 million, respectively. Capitalized interest costs were not material for the years ended December 31, 2014, 2013, and 2012, respectively. Total rental expense for all leases, including contingent rentals (not material), amounted to \$227.3 million, \$227.2 million, and \$262.2 million for the years ended December 31, 2014, 2013, and 2012, respectively. Assets under capital leases included in property and equipment, net on the consolidated balance sheets, capital lease obligations entered into, and future minimum rental commitments are not material.

Note 10: Borrowings

Debt at December 31 consisted of the following:

	2014	2013
Short-term commercial paper borrowings	\$ 2,680.6	\$ —
1.95 to 7.13 percent long-term notes (due 2016-2044)	4,887.3	4,887.3
Other long-term debt, including capitalized leases	33.1	27.1
Fair value adjustment on long-term notes	455.4	298.5
Total debt	<u>8,056.4</u>	<u>5,212.9</u>
Less current portion	<u>(2,688.7)</u>	<u>(1,012.6)</u>
Long-term debt	<u>\$ 5,367.7</u>	<u>\$ 4,200.3</u>

At December 31, 2014, we had \$2.68 billion outstanding borrowings under our commercial paper program. There were no amounts outstanding under our commercial paper program at December 31, 2013. The weighted-average effective borrowing rate on outstanding commercial paper at December 31, 2014 was 0.18 percent.

At December 31, 2014, we had a total of \$3.31 billion of unused committed bank credit facilities. In August 2014, we refinanced our revolving bank credit facilities and entered into a \$1.20 billion credit facility with a five-year term and a \$2.00 billion credit facility with a 364-day term, both of which are available to support our commercial paper program. There were no amounts outstanding under the revolving credit facility during the year ended December 31, 2014. Compensating balances and commitment fees are not material, and there are no conditions that are probable of occurring under which the lines may be withdrawn.

In February 2014, we issued \$600.0 million of 1.95 percent and \$400.0 million of 4.65 percent fixed-rate notes with interest to be paid semi-annually and maturity dates of March 15, 2019, and June 15, 2044, respectively. Current maturities of long-term notes of \$1.00 billion were repaid in March 2014.

The aggregate amounts of maturities on long-term debt for the next five years are \$8.1 million in 2015, \$208.5 million in 2016, \$1.01 billion in 2017, \$203.8 million in 2018, and \$601.0 million in 2019.

We have converted approximately 55 percent of our long-term fixed-rate notes to floating rates through the use of interest rate swaps. The weighted-average effective borrowing rates based on long-term debt obligations and interest rates at December 31, 2014 and 2013, including the effects of interest rate swaps for hedged debt obligations, were 3.69 percent and 3.10 percent, respectively.

For the years ended December 31, 2014, 2013, and 2012, cash payments for interest on borrowings totaled \$140.4 million, \$139.7 million, and \$171.9 million, respectively, net of capitalized interest.

In accordance with the requirements of derivatives and hedging guidance, the portion of our fixed-rate debt obligations that is hedged, as a fair value hedge, is reflected in the consolidated balance sheets as an amount equal to the sum of the debt's carrying value plus the fair value adjustment representing changes in fair value of the hedged debt attributable to movements in market interest rates subsequent to the inception of the hedge.

Note 11: Stock-Based Compensation

Stock-based compensation expense of \$156.0 million, \$144.9 million, and \$141.5 million was recognized for the years ended December 31, 2014, 2013, and 2012, respectively, as well as related tax benefits of \$54.6 million, \$50.7 million, and \$49.5 million, respectively. Our stock-based compensation expense consists of performance awards (PAs), shareholder value awards (SVAs), and restricted stock units (RSUs). We recognize stock-based compensation expense over the requisite service period of the individual grantees, which equals the vesting period. We provide newly issued shares and treasury stock to satisfy stock option exercises and for the issuance of PA, SVA, and RSU shares. We classify tax benefits resulting from tax deductions in excess of the compensation cost recognized for exercised stock options as a financing cash flow in the consolidated statements of cash flows.

At December 31, 2014, additional stock-based compensation awards may be granted under the 2002 Lilly Stock Plan for not more than 101.0 million shares.

Performance Award Program

PAs are granted to officers and management and are payable in shares of our common stock. The number of PA shares actually issued, if any, varies depending on the achievement of certain pre-established earnings-per-share targets over a two-year period. PA shares are accounted for at fair value based upon the closing stock price on the date of grant and fully vest at the end of the measurement periods. The fair values of PAs granted for the years ended December 31, 2014, 2013, and 2012 were \$48.81, \$50.19, and \$35.74, respectively. The number of shares ultimately issued for the PA program is dependent upon the earnings achieved during the vesting period. Pursuant to this plan, approximately 0.7 million shares, 0.7 million shares, and 1.6 million shares were issued during the years ended December 31, 2014, 2013, and 2012, respectively. Approximately 0.5 million shares are expected to be issued in 2015. As of December 31, 2014, the total remaining unrecognized compensation cost related to nonvested PAs was \$19.8 million, which will be amortized over the weighted-average remaining requisite service period of 12 months.

Shareholder Value Award Program

SVAs are granted to officers and management and are payable in shares of our common stock at the end of a three-year period. The number of shares actually issued, if any, varies depending on our stock price at the end of the three-year vesting period compared to pre-established target stock prices. We measure the fair value of the SVA unit on the grant date using a Monte Carlo simulation model. The model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award grant and calculates the fair value of the award. Expected volatilities utilized in the model are based on implied volatilities from traded options on our stock, historical volatility of our stock price, and other factors. Similarly, the dividend yield is based on historical experience and our estimate of future dividend yields. The risk-free interest rate is derived from the U.S. Treasury yield curve in effect at the time of grant. The weighted-average fair values of the SVA units granted during the years ended December 31, 2014, 2013, and 2012 were \$41.97, \$45.17, and \$30.35, respectively, determined using the following assumptions:

(Percents)	2014	2013	2012
Expected dividend yield	3.50%	3.50%	4.50%
Risk-free interest rate08-.71	.08-.43	.10-.36
Range of volatilities	18.87-21.56	18.95-22.37	22.40-25.64

A summary of the SVA activity is presented below:

Units Attributable to SVAs (in thousands)	2014	2013	2012
Outstanding at January 1	6,636	7,539	7,036
Granted	1,987	1,795	2,439
Issued	(2,224)	(2,397)	(973)
Forfeited or expired	(300)	(301)	(963)
Outstanding at December 31	6,099	6,636	7,539

Approximately 2.2 million shares are expected to be issued in 2015. As of December 31, 2014, the total remaining unrecognized compensation cost related to nonvested SVAs was \$53.8 million, which will be amortized over the weighted-average remaining requisite service period of 20 months.

Restricted Stock Units

RSUs are granted to certain employees and are payable in shares of our common stock. RSU shares are accounted for at fair value based upon the closing stock price on the date of grant. The corresponding expense is amortized over the vesting period, typically 3 years. The fair values of RSU awards granted during the years ended December 31, 2014, 2013, and 2012 were \$52.72, \$54.10, and \$39.65, respectively. The number of shares ultimately issued for the RSU program remains constant with the exception of forfeitures. Pursuant to this plan, 1.2 million, 1.1 million, and 1.4 million shares were granted during the years ended December 31, 2014, 2013, and 2012, respectively, and approximately 0.9 million, 0.8 million, and 0.3 million shares were issued during the years ended December 31, 2014, 2013, and 2012, respectively. Approximately 0.8 million shares are expected to be issued in 2015. As of December 31, 2014, the total remaining unrecognized compensation cost related to nonvested RSUs was \$87.9 million, which will be amortized over the weighted-average remaining requisite service period of 27 months.

Stock Option Program

Stock options were granted prior to 2007 to officers, management, and board members at exercise prices equal to the fair market value of our stock at the date of grant. Options fully vested 3 years from the grant date and have a term of 10 years.

Stock option activity during the year ended December 31, 2014 is summarized below:

	Shares of Common Stock Attributable to Options (in thousands)	Weighted- Average Exercise Price of Options	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2014	16,140	\$ 66.66		
Exercised	(3,670)	55.86		
Forfeited or expired	<u>(10,154)</u>	72.93		
Outstanding at December 31, 2014	2,316	56.26	0.9	\$ 29.6
Exercisable at December 31, 2014	2,316	56.26	0.9	29.6

The intrinsic value of options exercised during 2014, 2013, and 2012 amounted to \$31.2 million, \$0.5 million, and \$1.4 million, respectively. We received cash of \$188.1 million, \$11.3 million, and \$1.0 million from exercises of stock options during 2014, 2013, and 2012, respectively, and recognized related tax benefits of \$8.9 million, \$0.2 million, and \$0.5 million during those same years.

Note 12: Shareholders' Equity

During 2014 and 2013, we repurchased \$800.0 million and \$500.0 million, respectively, of shares associated with our \$5.00 billion share repurchase program announced in 2013. As of December 31, 2014, there were \$3.70 billion of shares remaining in that program. During 2013 and 2012, we repurchased \$1.10 billion and \$400.0 million, respectively, of shares, completing our \$1.50 billion share repurchase program announced in 2012. During 2012, we also repurchased \$419.2 million of shares to complete our \$3.00 billion share repurchase program announced in 2000.

We have 5.0 million authorized shares of preferred stock. As of December 31, 2014 and 2013, no preferred stock has been issued.

We have an employee benefit trust that held 50.0 million shares of our common stock at both December 31, 2014 and 2013, to provide a source of funds to assist us in meeting our obligations under various employee benefit plans. The cost basis of the shares held in the trust was \$3.01 billion at both December 31, 2014 and 2013, and is shown as a reduction in shareholders' equity. Any dividend transactions between us and the trust are eliminated. Stock held by the trust is not considered outstanding in the computation of EPS. The assets of the trust were not used to fund any of our obligations under these employee benefit plans during the years ended December 31, 2014, 2013, and 2012.

Note 13: Income Taxes

Following is the composition of income tax expense:

	2014	2013	2012
Current:			
Federal	\$ 168.9	\$ 259.1	\$ 596.8
Foreign	406.2	553.2	540.6
State	(2.1)	126.3	56.2
Total current tax expense	<u>573.0</u>	938.6	1,193.6
Deferred:			
Federal	(83.3)	297.0	87.0
Foreign	120.2	(28.2)	29.9
State	(0.1)	(2.9)	9.1
Total deferred tax expense	<u>36.8</u>	265.9	126.0
Income taxes	<u>\$ 609.8</u>	<u>\$ 1,204.5</u>	<u>\$ 1,319.6</u>

Significant components of our deferred tax assets and liabilities as of December 31 are as follows:

	2014	2013
Deferred tax assets:		
Compensation and benefits	\$ 897.3	\$ 639.8
Purchases of intangible assets	473.3	418.8
Tax credit carryforwards and carrybacks	279.4	494.6
Tax loss carryforwards and carrybacks	265.5	311.7
Product return reserves	241.8	313.7
Debt	176.0	110.0
Contingencies	68.9	106.0
Intercompany profit in inventories	—	104.5
Other	633.3	595.0
Total gross deferred tax assets	<u>3,035.5</u>	3,094.1
Valuation allowances	(601.1)	(647.1)
Total deferred tax assets	<u>2,434.4</u>	2,447.0
Deferred tax liabilities:		
Unremitted earnings	(737.1)	(898.3)
Inventories	(684.6)	(685.6)
Intangibles	(582.6)	(598.9)
Property and equipment	(424.7)	(379.1)
Prepaid employee benefits	(275.8)	(446.2)
Financial instruments	(161.5)	(109.6)
Total deferred tax liabilities	<u>(2,866.3)</u>	(3,117.7)
Deferred tax liabilities - net	<u>\$ (431.9)</u>	<u>\$ (670.7)</u>

At December 31, 2014 and 2013, no individually significant items were classified as "Other" deferred tax assets.

The deferred tax asset and related valuation allowance amounts for U.S. federal and state net operating losses and tax credits shown above have been reduced for differences between financial reporting and tax return filings.

Based on filed tax returns, we have tax credit carryforwards and carrybacks of \$459.9 million available to reduce future income taxes; \$180.5 million, if unused, will expire by 2021. The remaining portion of the tax credit carryforwards is related to federal tax credits of \$80.3 million, international tax credits of \$104.4 million, and state tax credits of \$94.7 million, all of which are substantially reserved.

At December 31, 2014, based on filed tax returns we had net operating losses and other carryforwards for international and U.S. income tax purposes of \$493.9 million: \$74.6 million will expire by 2019; \$366.1 million will expire between 2019 and 2029; and \$53.2 million of the carryforwards will never expire. Net operating losses and other carryforwards for international and U.S. federal income tax purposes are partially reserved. Deferred tax assets related to state net operating losses of \$97.0 million and other state carryforwards of \$8.9 million are fully reserved.

Domestic and Puerto Rican companies contributed approximately 20 percent, 60 percent, and 55 percent for the years ended December 31, 2014, 2013, and 2012, respectively, to consolidated income before income taxes. We have a subsidiary operating in Puerto Rico under a tax incentive grant effective through the end of 2016. A similar, new tax incentive grant will begin in 2017 and will be in effect for 15 years.

At December 31, 2014, U.S. income taxes have not been provided on approximately \$25.7 billion of unremitted earnings of foreign subsidiaries as we consider these unremitted earnings to be indefinitely invested for continued use in our foreign operations. Additional tax provisions will be required if these earnings are repatriated in the future to the United States. Due to complexities in the tax laws and assumptions that we would have to make, it is not practicable to determine the amount of the related unrecognized deferred income tax liability.

Cash payments of income taxes totaled \$729.7 million, \$1.26 billion, and \$992.0 million, for the years ended December 31, 2014, 2013, and 2012, respectively.

Following is a reconciliation of the income tax expense applying the U.S. federal statutory rate to income before income taxes to reported income tax expense:

	2014	2013	2012
Income tax at the U.S. federal statutory tax rate	\$ 1,050.1	\$ 2,061.3	\$ 1,892.9
Add (deduct):			
International operations, including Puerto Rico	(344.8)	(778.3)	(593.8)
General business credits	(44.3)	(175.6)	(11.2)
Other	(51.2)	97.1	31.7
Income taxes	<u>\$ 609.8</u>	<u>\$ 1,204.5</u>	<u>\$ 1,319.6</u>

The American Taxpayer Relief Act of 2012, which included the reinstatement of the research tax credit for the year 2012, was enacted in early 2013. Therefore, the research tax credits for the years 2012 and 2013 are both included in 2013 with general business credits.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows:

	2014	2013	2012
Beginning balance at January 1	\$ 1,136.4	\$ 1,534.3	\$ 1,369.3
Additions based on tax positions related to the current year	126.4	142.5	144.8
Additions for tax positions of prior years	132.6	251.5	70.1
Reductions for tax positions of prior years	(32.1)	(358.2)	(38.5)
Settlements	(4.2)	(404.9)	(9.2)
Lapses of statutes of limitation	(3.5)	(24.9)	(4.6)
Changes related to the impact of foreign currency translation	(16.8)	(3.9)	2.4
Ending balance at December 31	<u>\$ 1,338.8</u>	<u>\$ 1,136.4</u>	<u>\$ 1,534.3</u>

The total amount of unrecognized tax benefits that, if recognized, would affect our effective tax rate was \$638.8 million and \$523.3 million at December 31, 2014 and 2013, respectively.

We file income tax returns in the U.S. federal jurisdiction and various state, local, and non-U.S. jurisdictions. We are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations in most major taxing jurisdictions for years before 2007.

During 2013, we reached resolution on the remaining matters related to tax years 2008–2009 that were not settled as part of a previous U.S. examination. Considering the impact of this resolution on periods that have not yet been examined, as well as its impact on tax asset carryforwards, there was an immaterial benefit to our consolidated results of operations. We made cash payments of approximately \$135 million related to tax years 2008–2009 after application of available tax credit carryforwards and carrybacks. The examination of tax years 2010–2012 commenced during the fourth quarter of 2013. While it is reasonably possible that the U.S. examination of 2010–2012 could conclude within the next 12 months, resolution of certain matters is dependent upon a number of factors, including the potential for formal administrative and legal proceedings. As a result, it is not possible to estimate the range of the reasonably possible changes in unrecognized tax benefits that could occur within the next 12 months related to these years, nor is it possible to reliably estimate the total future cash flows related to these unrecognized tax benefits.

We recognize both accrued interest and penalties related to unrecognized tax benefits in income tax expense. During the years ended December 31, 2014, 2013, and 2012, we recognized income tax expense (benefit) of \$35.9 million, \$(10.9) million, and \$42.3 million, respectively, related to interest and penalties. At December 31, 2014 and 2013, our accruals for the payment of interest and penalties totaled \$207.2 million and \$161.5 million, respectively.

Note 14: Retirement Benefits

We use a measurement date of December 31 to develop the change in benefit obligation, change in plan assets, funded status, and amounts recognized in the consolidated balance sheets at December 31 for our defined benefit pension and retiree health benefit plans, which were as follows:

	Defined Benefit Pension Plans		Retiree Health Benefit Plans	
	2014	2013	2014	2013
Change in benefit obligation:				
Benefit obligation at beginning of year	\$ 9,976.4	\$ 10,423.8	\$ 1,757.2	\$ 2,337.7
Service cost	240.9	287.1	33.0	49.9
Interest cost	472.6	437.2	85.6	98.1
Actuarial (gain) loss	1,996.3	(792.2)	293.5	(642.5)
Benefits paid	(421.2)	(402.3)	(76.1)	(79.6)
Plan amendments	(2.4)	(0.1)	(533.6)	(4.1)
Foreign currency exchange rate changes and other adjustments	(250.2)	22.9	(6.1)	(2.3)
Benefit obligation at end of year	12,012.4	9,976.4	1,553.5	1,757.2
Change in plan assets:				
Fair value of plan assets at beginning of year	9,481.7	8,286.6	1,879.6	1,518.0
Actual return on plan assets	813.6	1,144.6	157.4	365.7
Employer contribution	127.2	428.9	(42.2)	75.5
Benefits paid	(421.2)	(402.3)	(76.1)	(79.6)
Foreign currency exchange rate changes and other adjustments	(165.6)	23.9	—	—
Fair value of plan assets at end of year	9,835.7	9,481.7	1,918.7	1,879.6
Funded status	(2,176.7)	(494.7)	365.2	122.4
Unrecognized net actuarial loss	5,114.9	3,546.3	439.5	178.1
Unrecognized prior service (benefit) cost	43.5	50.7	(666.7)	(171.5)
Net amount recognized	\$ 2,981.7	\$ 3,102.3	\$ 138.0	\$ 129.0
Amounts recognized in the consolidated balance sheet consisted of:				
Sundry	\$ 211.2	\$ 881.2	\$ 609.4	\$ 366.4
Other current liabilities	(62.3)	(62.8)	(6.9)	(7.7)
Accrued retirement benefits	(2,325.6)	(1,313.1)	(237.3)	(236.3)
Accumulated other comprehensive (income) loss before income taxes	5,158.4	3,597.0	(227.2)	6.6
Net amount recognized	\$ 2,981.7	\$ 3,102.3	\$ 138.0	\$ 129.0

The unrecognized net actuarial loss and unrecognized prior service cost (benefit) have not yet been recognized in net periodic pension costs and are included in accumulated other comprehensive loss at December 31, 2014.

A change to our U.S. retiree health benefit plan was approved in 2014 and communicated to retirees in January 2015. Beginning in 2016, Medicare-eligible retirees and Medicare-eligible dependents will choose health care coverage from insurance providers through a private Medicare supplement marketplace, while still receiving financial support from Lilly. This change decreased our retiree health benefit obligation and increased our unrecognized prior service benefit as of December 31, 2014 by \$520.8 million.

During 2015, we expect the following components of accumulated other comprehensive loss to be recognized as components of net periodic benefit cost:

	Defined Benefit Pension Plans	Retiree Health Benefit Plans
Unrecognized net actuarial loss	\$ 387.4	\$ 37.9
Unrecognized prior service (benefit) cost	10.3	(92.1)
Total	<u>\$ 397.7</u>	<u>\$ (54.2)</u>

We do not expect any plan assets to be returned to us in 2015.

The following represents our weighted-average assumptions as of December 31:

(Percents)	Defined Benefit Pension Plans			Retiree Health Benefit Plans		
	2014	2013	2012	2014	2013	2012
Discount rate for benefit obligation	4.0	4.9	4.3	4.1	5.0	4.3
Discount rate for net benefit costs	4.9	4.3	5.0	5.0	4.3	5.1
Rate of compensation increase for benefit obligation	3.4	3.4	3.4			
Rate of compensation increase for net benefit costs	3.4	3.4	3.7			
Expected return on plan assets for net benefit costs	8.1	8.4	8.4	8.5	8.8	8.8

We annually evaluate the expected return on plan assets in our defined benefit pension and retiree health benefit plans. In evaluating the expected rate of return, we consider many factors, with a primary analysis of current and projected market conditions; asset returns and asset allocations; and the views of leading financial advisers and economists. We may also review our historical assumptions compared with actual results, as well as the assumptions and trend rates utilized by similar plans, where applicable. Health-care-cost trend rates are assumed to increase at an annual rate of 6.4 percent for the year ended December 31, 2015, decreasing by approximately 0.2 percent per year to an ultimate rate of 5.0 percent by 2023.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

	2015	2016	2017	2018	2019	2020-2024
Defined benefit pension plans	<u>\$ 428.7</u>	<u>\$ 439.3</u>	<u>\$ 452.3</u>	<u>\$ 467.9</u>	<u>\$ 487.7</u>	<u>\$ 2,783.6</u>
Retiree health benefit plans- gross	\$ 91.6	\$ 75.6	\$ 77.2	\$ 79.3	\$ 81.2	\$ 430.3
Medicare rebates	(6.5)	(2.1)	(0.7)	(0.7)	(0.8)	(4.9)
Retiree health benefit plans-net.	<u>\$ 85.1</u>	<u>\$ 73.5</u>	<u>\$ 76.5</u>	<u>\$ 78.6</u>	<u>\$ 80.4</u>	<u>\$ 425.4</u>

Amounts relating to defined benefit plans with projected benefit obligations in excess of plan assets were as follows at December 31:

	2014	2013
Projected benefit obligation	\$ 10,537.2	\$ 1,773.6
Fair value of plan assets	8,149.2	395.4

Amounts relating to defined benefit plans with accumulated benefit obligations in excess of plan assets were as follows at December 31:

	2014	2013
Accumulated benefit obligation	\$ 2,179.8	\$ 1,384.6
Fair value of plan assets	700.9	181.8

The total accumulated benefit obligation for our defined benefit pension plans was \$10.88 billion and \$9.13 billion at December 31, 2014 and 2013, respectively.

Net pension and retiree health benefit expense included the following components:

	Defined Benefit Pension Plans			Retiree Health Benefit Plans		
	2014	2013	2012	2014	2013	2012
Components of net periodic benefit cost:						
Service cost	\$ 240.9	\$ 287.1	\$ 253.1	\$ 33.0	\$ 49.9	\$ 63.3
Interest cost	472.6	437.2	455.1	85.6	98.1	114.9
Expected return on plan assets	(756.6)	(701.9)	(684.8)	(146.4)	(130.7)	(127.2)
Amortization of prior service (benefit) cost	3.6	3.7	4.2	(37.6)	(35.6)	(39.8)
Recognized actuarial loss	282.3	414.7	285.7	20.7	100.5	98.4
Net periodic benefit cost	\$ 242.8	\$ 440.8	\$ 313.3	\$ (44.7)	\$ 82.2	\$ 109.6

If the healthcare-cost trend rates were to be increased by one percentage point, the December 31, 2014, accumulated postretirement benefit obligation would increase by \$50.2 million and the aggregate of the service cost and interest cost components of the 2014 annual expense would increase by \$7.8 million. A one percentage point decrease in these rates would decrease the December 31, 2014, accumulated postretirement benefit obligation by \$52.7 million, and the aggregate of the 2014 service cost and interest cost by \$6.6 million.

The following represents the amounts recognized in other comprehensive income (loss) for the year ended December 31, 2014:

	Defined Benefit Pension Plans	Retiree Health Benefit Plans
Actuarial loss arising during period	\$ (1,939.3)	\$ (282.9)
Plan amendments during period	2.4	533.6
Amortization of prior service (benefit) cost included in net income	3.6	(37.6)
Amortization of net actuarial loss included in net income	282.3	20.7
Foreign currency exchange rate changes and other	89.6	—
Total other comprehensive income during period	\$ (1,561.4)	\$ 233.8

We have defined contribution savings plans that cover our eligible employees worldwide. The purpose of these plans is generally to provide additional financial security during retirement by providing employees with an incentive to save. Our contributions to the plans are based on employee contributions and the level of our match. Expenses under the plans totaled \$153.3 million, \$147.7 million, and \$136.3 million for the years ended December 31, 2014, 2013, and 2012, respectively.

We provide certain other postemployment benefits primarily related to disability benefits and accrue for the related cost over the service lives of employees. Expenses associated with these benefit plans for the years ended December 31, 2014, 2013, and 2012 were not material.

Benefit Plan Investments

Our benefit plan investment policies are set with specific consideration of return and risk requirements in relationship to the respective liabilities. U.S. and Puerto Rico plans represent approximately 80 percent of our global investments. Given the long-term nature of our liabilities, these plans have the flexibility to manage an above-average degree of risk in the asset portfolios. At the investment-policy level, there are no specifically prohibited investments. However, within individual investment manager mandates, restrictions and limitations are contractually set to align with our investment objectives, ensure risk control, and limit concentrations.

We manage our portfolio to minimize concentration of risk by allocating funds within asset categories. In addition, within a category we use different managers with various management objectives to eliminate any significant concentration of risk.

Our global benefit plans may enter into contractual arrangements (derivatives) to implement the local investment policy or manage particular portfolio risks. Derivatives are principally used to increase or decrease exposure to a particular public equity, fixed income, commodity, or currency market more rapidly or less expensively than could be accomplished through the use of the cash markets. The plans utilize both exchange-traded and over-the-counter instruments. The maximum exposure to either a market or counterparty credit loss is limited to the carrying value of the receivable, and is managed within contractual limits. We expect all of our counterparties to meet their obligations. The gross values of these derivative receivables and payables are not material to the global asset portfolio, and their values are reflected within the tables below.

The defined benefit pension and retiree health benefit plan allocation for the U.S. and Puerto Rico currently comprises approximately 85 percent growth investments and 15 percent fixed-income investments. The growth investment allocation encompasses U.S. and international public equity securities, hedge funds, private equity-like investments, and real estate. These portfolio allocations are intended to reduce overall risk by providing diversification, while seeking moderate to high returns over the long term.

Public equity securities are well diversified and invested in U.S. and international small-to-large companies across various asset managers and styles. The remaining portion of the growth portfolio is invested in private alternative investments.

Fixed-income investments primarily consist of fixed-income securities in U.S. treasuries and agencies, emerging market debt obligations, corporate bonds, mortgage-backed securities, and commercial mortgage-backed obligations.

Hedge funds are privately owned institutional investment funds that generally have moderate liquidity. Hedge funds seek specified levels of absolute return regardless of overall market conditions, and generally have low correlations to public equity and debt markets. Hedge funds often invest substantially in financial market instruments (stocks, bonds, commodities, currencies, derivatives, etc.) using a very broad range of trading activities to manage portfolio risks. Hedge fund strategies focus primarily on security selection and seek to be neutral with respect to market moves. Common groupings of hedge fund strategies include relative value, tactical, and event driven. Relative value strategies include arbitrage, when the same asset can simultaneously be bought and sold at different prices, achieving an immediate profit. Tactical strategies often take long and short positions to reduce or eliminate overall market risks while seeking a particular investment opportunity. Event strategy opportunities can evolve from specific company announcements such as mergers and acquisitions, and typically have little correlation to overall market directional movements. Our hedge fund investments are made through limited partnership interests primarily in fund-of-funds structures to ensure diversification across many strategies and many individual managers. Plan holdings in hedge funds are valued based on net asset values (NAVs) calculated by each fund or general partner, as applicable, and we have the ability to redeem these investments at NAV.

Private equity-like investment funds typically have low liquidity and are made through long-term partnerships or joint ventures that invest in pools of capital invested in primarily non-publicly traded entities. Underlying investments include venture capital (early stage investing), buyout, and special situation investing. Private equity management firms typically acquire and then reorganize private companies to create increased long term value. Private equity-like funds usually have a limited life of approximately 10-15 years, and require a minimum investment commitment from their limited partners. Our private investments are made both directly into funds and through fund-of-funds structures to ensure broad diversification of management styles and assets across the portfolio. Plan holdings in private equity-like investments are valued using the value reported by the partnership, adjusted for known cash flows and significant events through our reporting date. Values provided by the partnerships are primarily based on analysis of and judgments about the underlying investments. Inputs to these valuations include underlying NAVs, discounted cash flow valuations, comparable market valuations, and may also include adjustments for currency, credit, liquidity and other risks as applicable. The vast majority of these private partnerships provide us with annual audited financial statements including their compliance with fair valuation procedures consistent with applicable accounting standards.

Real estate is composed of both public and private holdings. Real estate investments in registered investment companies that trade on an exchange are classified as Level 1 on the fair value hierarchy. Real estate investments in funds measured at fair value on the basis of NAV provided by the fund manager are classified as Level 3. These NAVs are developed with inputs including discounted cash flow, independent appraisal, and market comparable analyses.

Other assets include cash and cash equivalents and mark-to-market value of derivatives.

The cash value of the trust-owned insurance contract is invested in investment-grade publicly traded equity and fixed-income securities.

Other than hedge funds, private equity-like investments, and real estate, which are discussed above, we determine fair values based on a market approach using quoted market values, significant other observable inputs for identical or comparable assets or liabilities, or discounted cash flow analyses.

The fair values of our defined benefit pension plan and retiree health plan assets as of December 31, 2014 by asset category are as follows:

Asset Class	Total	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Defined Benefit Pension Plans				
Public equity securities:				
U.S.	\$ 411.4	\$ 183.8	\$ 227.6	\$ —
International	2,337.8	999.7	1,338.1	—
Fixed income:				
Developed markets	1,230.7	112.2	1,118.5	—
Emerging markets	374.7	8.7	364.2	1.8
Private alternative investments:				
Hedge funds	3,277.6	—	1,694.5	1,583.1
Equity-like funds	1,146.6	—	75.2	1,071.4
Real estate	569.0	403.1	—	165.9
Other	487.9	229.8	258.1	—
Total	<u>\$ 9,835.7</u>	<u>\$ 1,937.3</u>	<u>\$ 5,076.2</u>	<u>\$ 2,822.2</u>
Retiree Health Benefit Plans				
Public equity securities:				
U.S.	\$ 39.2	\$ 17.2	\$ 22.0	\$ —
International	158.9	58.8	100.1	—
Fixed income:				
Developed markets	61.8	—	61.8	—
Emerging markets	35.5	—	35.3	0.2
Private alternative investments:				
Hedge funds	282.7	—	158.7	124.0
Equity-like funds	92.3	—	—	92.3
Cash value of trust owned insurance contract	1,189.2	—	1,189.2	—
Real estate	39.0	39.0	—	—
Other	20.1	7.6	12.5	—
Total	<u>\$ 1,918.7</u>	<u>\$ 122.6</u>	<u>\$ 1,579.6</u>	<u>\$ 216.5</u>

No material transfers between Level 1, Level 2, or Level 3 occurred during the year ended December 31, 2014.

The activity in the Level 3 investments during the year ended December 31, 2014 was as follows:

	Fixed Income: Developed Markets	Fixed Income: Emerging Markets	Hedge Funds	Equity- like Funds	Real Estate	Total
Defined Benefit Pension Plans						
Beginning balance at January 1, 2014 . . .	\$ 15.9	\$ —	\$ 1,440.4	\$ 993.5	\$ 153.4	\$ 2,603.2
Actual return on plan assets, including changes in foreign exchange rates:						
Relating to assets still held at the reporting date	(0.4)	0.1	44.6	108.2	0.2	152.7
Relating to assets sold during the period	(0.8)	—	—	—	—	(0.8)
Purchases, sales, and settlements, net . .	(3.3)	1.7	98.1	(30.3)	12.3	78.5
Transfers into (out of) Level 3	(11.4)	—	—	—	—	(11.4)
Ending balance at December 31, 2014 . .	\$ —	\$ 1.8	\$ 1,583.1	\$ 1,071.4	\$ 165.9	\$ 2,822.2
Retiree Health Benefit Plans						
Beginning balance at January 1, 2014 . . .	\$ 1.6	\$ —	\$ 120.6	\$ 88.9	\$ —	\$ 211.1
Actual return on plan assets, including changes in foreign exchange rates:						
Relating to assets still held at the reporting date	(0.1)	—	1.2	6.0	—	7.1
Relating to assets sold during the period	(0.1)	—	—	—	—	(0.1)
Purchases, sales, and settlements, net . .	(0.3)	0.2	2.2	(2.6)	—	(0.5)
Transfers into (out of) Level 3	(1.1)	—	—	—	—	(1.1)
Ending balance at December 31, 2014 . .	\$ —	\$ 0.2	\$ 124.0	\$ 92.3	\$ —	\$ 216.5

The fair values of our defined benefit pension plan and retiree health plan assets as of December 31, 2013 by asset category are as follows:

Asset Class	Total	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Defined Benefit Pension Plans				
Public equity securities:				
U.S.	\$ 400.3	\$ 189.2	\$ 211.1	\$ —
International	2,483.8	1,045.8	1,438.0	—
Fixed income:				
Developed markets	1,036.1	170.2	850.0	15.9
Emerging markets	382.6	—	382.6	—
Private alternative investments:				
Hedge funds	2,902.3	—	1,461.9	1,440.4
Equity-like funds	1,069.9	—	76.4	993.5
Real estate	521.4	368.0	—	153.4
Other	685.3	245.2	440.1	—
Total	<u>\$ 9,481.7</u>	<u>\$ 2,018.4</u>	<u>\$ 4,860.1</u>	<u>\$ 2,603.2</u>
Retiree Health Benefit Plans				
Public equity securities:				
U.S.	\$ 39.4	\$ 18.3	\$ 21.1	\$ —
International	167.2	61.6	105.6	—
Fixed income:				
Developed markets	54.7	—	53.1	1.6
Emerging markets	38.2	—	38.2	—
Private alternative investments:				
Hedge funds	266.4	—	145.8	120.6
Equity-like funds	88.9	—	—	88.9
Cash value of trust owned insurance contract	1,136.8	—	1,136.8	—
Real estate	36.7	36.7	—	—
Other	51.3	18.0	33.3	—
Total	<u>\$ 1,879.6</u>	<u>\$ 134.6</u>	<u>\$ 1,533.9</u>	<u>\$ 211.1</u>

No material transfers between Level 1, Level 2, or Level 3 occurred during the year ended December 31, 2013.

The activity in the Level 3 investments during the year ended December 31, 2013 was as follows:

	Fixed Income: Developed Markets	Hedge Funds	Equity-like Funds	Real Estate	Total
Defined Benefit Pension Plans					
Beginning balance at January 1, 2013	\$ 3.7	\$ 1,218.1	\$ 910.5	\$ 142.6	\$ 2,274.9
Actual return on plan assets, including changes in foreign exchange rates:					
Relating to assets still held at the reporting date	(3.0)	123.4	155.7	8.5	284.6
Relating to assets sold during the period	—	—	—	—	—
Purchases, sales, and settlements, net.	3.7	98.9	(72.7)	2.3	32.2
Transfers into (out of) Level 3	11.5	—	—	—	11.5
Ending balance at December 31, 2013.	<u>\$ 15.9</u>	<u>\$ 1,440.4</u>	<u>\$ 993.5</u>	<u>\$ 153.4</u>	<u>\$ 2,603.2</u>
Retiree Health Benefit Plans					
Beginning balance at January 1, 2013	\$ 0.4	\$ 99.9	\$ 81.9	\$ —	\$ 182.2
Actual return on plan assets, including changes in foreign exchange rates:					
Relating to assets still held at the reporting date	(0.3)	10.3	13.9	—	23.9
Relating to assets sold during the period	—	—	—	—	—
Purchases, sales, and settlements, net.	0.4	10.4	(6.9)	—	3.9
Transfers into (out of) Level 3	1.1	—	—	—	1.1
Ending balance at December 31, 2013.	<u>\$ 1.6</u>	<u>\$ 120.6</u>	<u>\$ 88.9</u>	<u>\$ —</u>	<u>\$ 211.1</u>

In 2015, we expect to contribute approximately \$40 million to our defined benefit pension plans to satisfy minimum funding requirements for the year, along with approximately \$270 million of additional discretionary contributions.

Note 15: Contingencies

We are a party to various legal actions and government investigations. The most significant of these are described below. It is not possible to determine the outcome of these matters, and we cannot reasonably estimate the maximum potential exposure or the range of possible loss in excess of amounts accrued for any of these matters; however, we believe that, except as noted below with respect to the Alimta[®] patent litigation and administrative proceedings, the resolution of all such matters will not have a material adverse effect on our consolidated financial position or liquidity, but could possibly be material to our consolidated results of operations in any one accounting period.

Alimta Patent Litigation and Administrative Proceedings

A number of generic manufacturers are seeking approvals in various countries to market generic forms of Alimta prior to the expiration of our vitamin dosage regimen patents, alleging that those patents are invalid, not infringed, or both. We believe our Alimta vitamin dosage patents are valid and enforceable against these generic manufacturers and we expect to prevail in these proceedings. However, it is not possible to determine the ultimate outcome of the proceedings, and accordingly, we can provide no assurance that we will prevail. An unfavorable outcome could have a material adverse impact on our future consolidated results of operations, liquidity, and financial position. We expect that a loss of exclusivity for Alimta would result in a rapid and severe decline in future revenues in the relevant market.

U.S. Patent Litigation

We are engaged in various U.S. patent litigation matters involving Alimta brought pursuant to procedures set out in the Hatch-Waxman Act. Teva Parenteral Medicines, Inc. (Teva); APP Pharmaceuticals, LLC (APP); Barr Laboratories, Inc. (Barr); Pliva Hrvatska D.O.O. (Pliva); Accord Healthcare Inc. (Accord), Apotex Inc. (Apotex), Sun Pharmaceutical Industries, Ltd. (Sun); Sun Pharma Global FZE (Sun Global); and Glenmark Generics Inc., USA (Glenmark), Nang Kuang Pharmaceutical Co., Ltd. (Nang Kuang), and Sandoz Inc. (Sandoz) each submitted Abbreviated New Drug Applications (ANDAs) seeking approval to market generic versions of Alimta prior to the expiration of our vitamin dosage regimen patent (expiring in 2021 plus pediatric exclusivity expiring in 2022) and alleging the patent is invalid.

In October 2010, we filed a lawsuit in the U.S. District Court for the Southern District of Indiana against Teva, APP, Pliva, and Barr seeking rulings that the U.S. vitamin dosage regimen patent is valid and infringed (the Teva/APP litigation). Teva and APP stipulated to infringement of our vitamin dosage regimen patent, with the contingency that Teva and APP would be permitted to litigate the issue of infringement if the U.S. Supreme Court vacated an en banc decision of the Federal Circuit that dealt with the issues of liability related to infringement (*Akamai v. Limelight Networks*). Thus, the sole issue before the district court was to determine the issue of patent validity.

Trial in the Teva/APP litigation occurred in August 2013. In March 2014, the court ruled that the asserted claims of the vitamin dosage patent are valid. The defendants filed their notice of appeal in April 2014.

In June 2014, the U.S. Supreme Court vacated the *Akamai* decision. In July 2014, the court of appeals in the Teva/APP litigation entered an order remanding the case back to the district court to consider the issue of infringement. A hearing on the question of infringement has been scheduled for February 2015.

In January 2012 and April 2012, we filed similar lawsuits in the U.S. District Court for the Southern District of Indiana against Accord and Apotex, respectively. We filed a second lawsuit against Accord in February 2013. The Accord and Apotex cases have been consolidated and stayed by the court and the parties have agreed to be bound by the outcome of the Teva/APP litigation. In September 2013, we filed a similar lawsuit in the same court against Sun and Sun Global seeking a ruling that our patent is valid and infringed. This case has been stayed, and we and Sun have agreed to be bound by the outcome of the Teva/APP litigation. In January 2014, we filed a similar lawsuit in the same court against Glenmark seeking a ruling that our patent is valid and infringed. That case was amended in March 2014 to add two related Glenmark companies. This case has been stayed, and Lilly and Glenmark have agreed to be bound by the outcome of the Teva/APP litigation. In October 2014, we filed a lawsuit against Nang Kuang in the same court, seeking a ruling that our patents are valid and infringed. In December 2014, Lilly filed a lawsuit against Sandoz in the same court, seeking a ruling that our patent is valid and infringed.

European Patent Litigation and Administrative Proceedings

Generic manufacturers filed an opposition to the European Patent Office's decision to grant us a vitamin dosage regimen patent. The Opposition Division of the European Patent Office upheld the patent and the generic manufacturers lodged an appeal. In addition, in the United Kingdom (U.K.), Actavis Group ehf and other Actavis companies filed litigation asking for a declaratory judgment that commercialization of certain salt forms of pemetrexed (the active ingredient in Alimta) would not infringe the vitamin dosage regimen patents in the U.K., Italy, France, and Spain. This trial occurred in April 2014. In May 2014, the court ruled that the vitamin dosage patents for Alimta would not be infringed by the defendants' commercialization of alternative salt forms of pemetrexed, after expiration of the compound patents in December 2015. We filed a motion to appeal the court's ruling in June 2014, and a hearing is scheduled to occur in March 2015.

We commenced separate infringement proceedings against certain Actavis companies in Germany. The German case was heard by the trial court in March 2014. In April 2014, the German trial court ruled in our favor. The defendants filed their notice of appeal in May 2014, and a hearing is scheduled to occur in March 2015.

Japanese Administrative Proceedings

Sawai Pharmaceutical Company Limited, has filed a demand for invalidation of our vitamin dosage regimen patents with the Japanese Patent Office. A hearing date has been scheduled for February 2015.

Effient Patent Litigation and Administrative Proceedings

We, along with Daiichi Sankyo, Daiichi Sankyo, Inc., and Ube Industries (Ube) are engaged in various U.S. patent litigation matters involving Effient brought pursuant to procedures set out in the Hatch-Waxman Act. Accord Healthcare Inc., USA (Accord USA); Amneal Pharmaceuticals LLC (Amneal); Apotex; Aurobindo Pharma Limited (Aurobindo); Dr. Reddy's Laboratories, Ltd. and Dr. Reddy's Laboratories, Inc. (Dr. Reddy's); First Time US Generics LLC (FTUG); Glenmark; Hetero USA Inc. and Hetero Labs Limited Unit V (Hetero); Mylan Pharmaceuticals Inc. (Mylan); Panacea Biotech, Ltd. (Panacea); Sun Global; Teva Pharmaceuticals USA, Inc. (Teva USA); Watson Laboratories, Inc. (Watson); and Zydus Pharmaceuticals USA, Inc. (Zydus) each submitted ANDAs seeking approval to market generic versions of Effient prior to the expiration of Daiichi Sankyo's and Ube's patents (expiring in 2022) covering methods of using Effient with aspirin, and alleging the patents are invalid. The ANDA filed by Mylan also alleges that the compound patent for Effient (expiring in 2017) is invalid.

In March 2014, we filed a lawsuit in the U.S. District Court for the Southern District of Indiana against Accord USA, Amneal, Aurobindo, Dr. Reddy's, Glenmark, Hetero, Mylan, Sun Global, Teva USA, Watson and Zydus, and their related companies, seeking a ruling that the patents are valid and infringed. We filed similar lawsuits in the same court against Apotex (April 2014), Panacea (June 2014), and FTUG (July 2014). In October 2014, the court consolidated the pending cases. The lawsuits against Aurobindo, Hetero, and FTUG have been stayed, and the parties have agreed to be bound by the outcome of the consolidated litigation.

We believe the Effient patents are valid and enforceable against these generic manufacturers and we expect to prevail in these proceedings. However, it is not possible to determine the outcome of the proceedings, and accordingly, we can provide no assurance that we will prevail. We expect a loss of exclusivity for Effient would result in a rapid and severe decline in future revenues for the product in the relevant market.

Actos[®] Product Liability Litigation

We are named along with Takeda Chemical Industries, Ltd., and Takeda affiliates (collectively, Takeda) as a defendant in approximately 5,275 product liability cases in the U.S. related to the diabetes medication Actos, which we co-promoted with Takeda in the U.S. from 1999 until September 2006. In general, plaintiffs in these actions allege that Actos caused or contributed to their bladder cancer. Almost all of the active cases have been consolidated in federal multi-district litigation in the Western District of Louisiana or are pending in a coordinated state court proceeding in California or a coordinated state court proceeding in Illinois. We believe these lawsuits are without merit, and we and Takeda are prepared to defend against them vigorously.

In April 2014, a jury in the Western District of Louisiana found in favor of the plaintiffs in the case of *Terrence Allen, et al. v. Takeda Pharmaceuticals, et al.*, no. 6:12-md-00064. In September 2014, judgment was entered awarding \$1.3 million in compensatory damages to plaintiffs (allocated 75 percent to Takeda and 25 percent to us) and punitive damages of \$6.00 billion against Takeda and \$3.00 billion against us. In October 2014, the judge issued an order substantially reducing the amount of punitive damages awarded to approximately \$28 million against Takeda and approximately \$9 million against us. We continue to believe the evidence did not support plaintiffs' claims and strongly disagree with the verdict. We and Takeda intend to vigorously challenge this outcome through all available legal means. We and Takeda have appealed this judgment and plaintiffs have filed a cross-appeal objecting to the reduction in punitive damages.

Our agreement with Takeda calls for Takeda to defend and indemnify us against our losses and expenses with respect to the U.S. product liability litigation and other related expenses in accordance with the terms of the agreement. After the jury reached its verdict in *Allen*, Takeda notified us that it was reserving its right to challenge its obligations to defend and indemnify us with respect to the *Allen* case. We believe we are entitled to full indemnification of our losses and expenses in *Allen* and all other U.S. cases; however, there can be no guarantee we will ultimately be successful in obtaining full indemnification.

We are also named along with Takeda as a defendant in three purported product liability class actions in Canada related to Actos, including one in Ontario (*Casseres et al. v. Takeda Pharmaceutical North America, Inc., et al.*), one in Quebec (*Whyte et al. v. Eli Lilly et al.*), and one in Alberta (*Epp v. Takeda Canada et al.*). We promoted Actos in Canada until 2009. We believe these claims are without merit and are prepared to defend against them vigorously.

Byetta Product Liability Litigation

We are named as a defendant in approximately 415 Byetta product liability lawsuits involving approximately 920 plaintiffs. Approximately 95 of these lawsuits, covering about 540 plaintiffs, are filed in California state court and coordinated in a Los Angeles Superior Court. Approximately 310 lawsuits, covering about 350 plaintiffs, are filed in federal court, the majority of which are coordinated in a multi-district litigation in the Southern District of California. The remaining approximately 10 lawsuits, representing about 30 plaintiffs, are in various state courts. Approximately 350 of the lawsuits, involving approximately 540 plaintiffs, contain allegations that Byetta caused or contributed to the plaintiffs' cancer (primarily pancreatic cancer or thyroid cancer). We are aware of approximately 395 additional claimants who have not yet filed suit. The majority of these additional claims allege damages for pancreatitis. We believe these lawsuits and claims are without merit and are prepared to defend against them vigorously.

Prozac[®] Product Liability Litigation

We are named as a defendant in approximately 10 U.S. lawsuits primarily related to allegations that the antidepressant Prozac caused or contributed to birth defects in the children of women who ingested the drug during pregnancy. We are aware of approximately 470 additional claims related to birth defects, which have not yet been filed. We believe these lawsuits and claims are without merit and are prepared to defend against them vigorously.

Brazil–Employee Litigation

Our subsidiary in Brazil, Eli Lilly do Brasil (Lilly Brasil), is named in a lawsuit brought by the Labor Attorney for 15th Region in the Labor Court of Paulinia, State of Sao Paulo, Brazil, alleging possible harm to employees and former employees caused by exposure to heavy metals at a former Lilly manufacturing facility in Cosmopolis, Brazil, operated by the company between 1977 and 2003. The plaintiffs allege that some employees at the facility were exposed to benzene and heavy metals; however, Lilly Brasil maintains that these alleged contaminants were never used in the facility. In May 2014, the labor court judge ruled against Lilly Brasil. The judge's ruling orders Lilly Brasil to undertake several actions of unspecified financial impact, including paying lifetime medical insurance for the employees and contractors who worked at the Cosmopolis facility more than six months during the affected years and their children born during and after this period. While we cannot currently estimate the range of reasonably possible financial losses that could arise in the event we do not ultimately prevail in the litigation, the judge has estimated the total financial impact of the ruling to be approximately 1.0 billion Brazilian real (approximately \$375 million as of December 31, 2014) plus interest. We strongly disagree with the decision and filed an appeal in May 2014. We are also named in approximately 30 lawsuits filed in the same court by individual former employees making similar claims. We believe these lawsuits are without merit and are prepared to defend against them vigorously.

Product Liability Insurance

Because of the nature of pharmaceutical products, it is possible that we could become subject to large numbers of product liability and related claims in the future. Due to a very restrictive market for product liability insurance, we are self-insured for product liability losses for all our currently marketed products.

Note 16: Other Comprehensive Income (Loss)

The following table summarizes the activity related to each component of other comprehensive income (loss):

(Amounts presented net of taxes)	Foreign Currency Translation Gains (Losses)	Unrealized Net Gains (Losses) on Securities	Defined Benefit Pension and Retiree Health Benefit Plans	Effective Portion of Cash Flow Hedges	Accumulated Other Comprehensive Loss
Beginning balance at January 1, 2012	\$ 265.9	\$ 14.8	\$ (4,032.2)	\$ (107.1)	\$ (3,858.6)
Unrealized gain (loss)		104.1		—	
Net amount reclassified to net income		(46.4)		5.9	
Net other comprehensive income (loss)	160.9	57.7	(163.0)	5.9	61.5
Balance at December 31, 2012	426.8	72.5	(4,195.2)	(101.2)	(3,797.1)
Other comprehensive income (loss) before reclassifications	36.2	138.9	1,387.1	(86.5)	1,475.7
Net amount reclassified from accumulated other comprehensive loss	—	(6.2)	319.0	5.9	318.7
Net other comprehensive income (loss)	36.2	132.7	1,706.1	(80.6)	1,794.4
Balance at December 31, 2013	463.0	205.2	(2,489.1)	(181.8)	(2,002.7)
Other comprehensive income (loss) before reclassifications	(961.4)	105.2	(1,098.5)	(15.2)	(1,969.9)
Net amount reclassified from accumulated other comprehensive loss	—	(210.7)	185.6	5.9	(19.2)
Net other comprehensive income (loss)	(961.4)	(105.5)	(912.9)	(9.3)	(1,989.1)
Ending Balance at December 31, 2014	\$ (498.4)	\$ 99.7	\$ (3,402.0)	\$ (191.1)	\$ (3,991.8)

The tax effects on the net activity related to each component of other comprehensive income (loss) for the years ended December 31, were as follows:

Tax (expense) benefit	2014	2013	2012
Unrealized net gains (losses) on securities	\$ 56.7	\$ (71.6)	\$ (30.8)
Defined benefit pension and retiree health benefit plans	414.7	(886.1)	(34.4)
Effective portion of cash flow hedges	5.2	43.2	(2.8)
Provision for income taxes related to other comprehensive income (loss) items	\$ 476.6	\$ (914.5)	\$ (68.0)

Income taxes were not provided for foreign currency translation. Generally, the assets and liabilities of foreign operations are translated into U.S. dollars using the current exchange rate. For those operations, changes in exchange rates generally do not affect cash flows; therefore, resulting translation adjustments are made in shareholders' equity rather than in income.

Details about Accumulated Other Comprehensive Loss Components	Reclassifications Out of Accumulated Other Comprehensive Loss		Affected Line Item in the Consolidated Statements of Operations
	Year Ended December 31,		
	2014	2013	
Amortization of defined benefit items:			
Prior service benefits, net	\$ (34.0)	\$ (31.9)	(1)
Actuarial losses	303.0	515.2	(1)
Total before tax	269.0	483.3	
Tax benefit	(83.4)	(164.3)	Income taxes
Net of tax	185.6	319.0	
Unrealized gains/losses on available-for-sale securities:			
Realized gains, net	(324.1)	(12.0)	Other—net, (income) expense
Impairment losses	—	2.4	Other—net, (income) expense
Total before tax	(324.1)	(9.6)	
Tax expense	113.4	3.4	Income taxes
Net of tax	(210.7)	(6.2)	
Other, net of tax	5.9	5.9	Other—net, (income) expense
Total reclassifications for the period (net of tax).	\$ (19.2)	\$ 318.7	

¹ These accumulated other comprehensive loss components are included in the computation of net periodic pension cost (see Note 14).

Note 17: Other—Net, (Income) Expense

Other—net, (income) expense consisted of the following:

	2014	2013	2012
Income related to termination of the exenatide collaboration with Amylin (Note 4)	\$ —	\$ (495.4)	\$ (787.8)
Interest expense	148.8	160.1	177.8
Interest income	(121.0)	(119.7)	(105.0)
Other (income) expense	(368.3)	(63.9)	41.0
Other—net, (income) expense	\$ (340.5)	\$ (518.9)	\$ (674.0)

For the year ended December 31, 2014, other—net, (income) expense is primarily related to net gains on investments (Note 7) and income related to the transfer to Boehringer Ingelheim of our license rights to co-promote linagliptin and empagliflozin in certain countries (Note 4). For the years ended December 31, 2013 and 2012, other—net, (income) expense primarily consists of income related to the termination of the exenatide collaboration with Amylin, including income recognized from the transfer to Amylin of exenatide commercial rights in all markets outside the U.S. in 2013 and income recognized from the early payment of the exenatide revenue-sharing obligation by Amylin in 2012 (Note 4).

Note 18: Segment Information

We operate in two business segments—human pharmaceutical products and animal health. Our business segments are distinguished by the ultimate end user of the product—humans or animals. Performance is evaluated based on profit or loss from operations before income taxes. The accounting policies of the individual segments are the same as those described in the summary of significant accounting policies in Note 1 to the consolidated financial statements.

Our human pharmaceutical products segment includes the discovery, development, manufacturing, marketing, and sales of human pharmaceutical products worldwide in the following therapeutic areas: endocrinology, neuroscience, oncology, cardiovascular, and other. We lost U.S. patent exclusivity for Cymbalta[®] in December 2013 and Evista[®] in March 2014, which resulted in the immediate entry of generic competitors and a rapid and severe decline in revenue.

Our animal health segment, operating through our Elanco animal health division, includes the development, manufacturing, marketing, and sales of animal health products worldwide for both food and companion animals. Animal health products include Rumensin[®], Posilac[®], Tylan[®], Optaflexx[®], Maxiban[®] and other products for livestock and poultry, as well as Trifexis[®], Comfortis[®], and other products for companion animals.

Most of our pharmaceutical products are distributed through wholesalers that serve pharmacies, physicians and other health care professionals, and hospitals. For the years ended December 31, 2014, 2013, and 2012, our three largest wholesalers each accounted for between 8 percent and 19 percent of consolidated total revenue. Further, they each accounted for between 9 percent and 18 percent of accounts receivable as of December 31, 2014 and 2013. Animal health products are sold primarily to wholesale distributors.

We manage our assets on a total company basis, not by operating segment, as the assets of the animal health business are intermixed with those of the pharmaceutical products business. Therefore, our chief operating decision maker does not review any asset information by operating segment and, accordingly, we do not report asset information by operating segment.

We are exposed to the risk of changes in social, political, and economic conditions inherent in foreign operations, and our results of operations and the value of our foreign assets are affected by fluctuations in foreign currency exchange rates.

The following table summarizes our revenue activity for the years ended December 31, 2014, 2013, and 2012:

	2014	2013	2012
Segment revenue—to unaffiliated customers:			
Human pharmaceutical products:			
Endocrinology:			
<i>Humalog</i> [®]	\$ 2,785.2	\$ 2,611.2	\$ 2,395.5
<i>Humulin</i> [®]	1,400.1	1,315.8	1,239.1
<i>Forteo</i> [®]	1,322.0	1,244.9	1,151.0
<i>Evista</i>	419.8	1,050.4	1,010.1
<i>Trajenta</i>	328.8	249.2	88.6
<i>Other Endocrinology</i>	683.1	832.9	926.6
Total Endocrinology	<u>6,939.0</u>	<u>7,304.4</u>	<u>6,810.9</u>
Neuroscience:			
<i>Cymbalta</i>	1,614.7	5,084.4	4,994.1
<i>Zyprexa</i> [®]	1,037.3	1,194.8	1,701.4
<i>Strattera</i> [®]	738.5	709.2	621.4
<i>Other Neuroscience</i>	206.0	227.8	258.2
Total Neuroscience	<u>3,596.5</u>	<u>7,216.2</u>	<u>7,575.1</u>

	2014	2013	2012
Oncology:			
<i>Alimta</i>	2,792.0	2,703.0	2,594.3
<i>Erbix</i>	373.3	373.7	397.0
<i>Other Oncology</i>	227.7	191.8	290.3
Total Oncology	<u>3,393.0</u>	<u>3,268.5</u>	<u>3,281.6</u>
Cardiovascular:			
<i>Cialis</i> [®]	2,291.0	2,159.4	1,926.8
<i>Effient</i>	522.2	508.7	457.2
<i>Other Cardiovascular</i>	240.3	255.1	248.5
Total Cardiovascular	<u>3,053.5</u>	<u>2,923.2</u>	<u>2,632.5</u>
Other pharmaceuticals	287.0	249.3	266.8
Total human pharmaceutical products	<u>17,269.0</u>	<u>20,961.6</u>	<u>20,566.9</u>
Animal health	2,346.6	2,151.5	2,036.5
Total segment revenue	<u>\$ 19,615.6</u>	<u>\$ 23,113.1</u>	<u>\$ 22,603.4</u>
Segment profits ⁽¹⁾ :			
Human pharmaceutical products	\$ 3,132.0	\$ 5,015.0	\$ 4,393.4
Animal health	564.2	556.6	508.1
Total segment profits	<u>\$ 3,696.2</u>	<u>\$ 5,571.6</u>	<u>\$ 4,901.5</u>
Reconciliation of total segment profits to consolidated income before taxes:			
Segment profits	\$ 3,696.2	\$ 5,571.6	\$ 4,901.5
Other profits (losses):			
Income related to termination of the exenatide collaboration with Amylin Pharmaceuticals, Inc. (Note 4)	—	495.4	787.8
Income related to transfer of linagliptin and empagliflozin rights in certain countries to Boehringer Ingelheim (Note 4) ..	92.0	—	—
Acquired in-process research and development (Notes 3 and 4)	(200.2)	(57.1)	—
Asset impairment, restructuring, and other special charges (Note 5)	(468.7)	(120.6)	(281.1)
U.S. Branded Prescription Drug Fee	(119.0)	—	—
Total consolidated income before taxes	<u>\$ 3,000.3</u>	<u>\$ 5,889.3</u>	<u>\$ 5,408.2</u>

¹ Human pharmaceutical products segment profit includes total depreciation and amortization expense of \$1.27 billion, \$1.35 billion, and \$1.37 billion for the years ended December 31, 2014, 2013, and 2012, respectively. Animal health segment profit includes total depreciation and amortization expense of \$111.5 million, \$99.4 million, and \$91.1 million for the years ended December 31, 2014, 2013, and 2012, respectively.

For internal management reporting presented to the chief operating decision maker, certain costs are fully allocated to our human pharmaceutical products segment and therefore are not reflected in the animal health segment's profit. Such items include costs associated with treasury-related financing, global administrative services, certain acquisition-related transaction costs, and certain manufacturing costs.

	2014	2013	2012
Geographic Information			
Revenue—to unaffiliated customers ⁽¹⁾ :			
United States	\$ 9,134.1	\$ 12,889.7	\$ 12,313.1
Europe	4,506.7	4,338.4	4,259.7
Japan	2,027.1	2,063.8	2,246.2
Other foreign countries	3,947.7	3,821.2	3,784.4
Revenue	<u>\$ 19,615.6</u>	<u>\$ 23,113.1</u>	<u>\$ 22,603.4</u>
Long-lived assets ⁽²⁾ :			
United States	\$ 4,566.2	\$ 4,649.6	\$ 5,064.7
Europe	2,401.5	2,469.7	2,281.1
Japan	80.4	81.1	101.5
Other foreign countries	1,499.1	1,540.9	1,543.2
Long-lived assets	<u>\$ 8,547.2</u>	<u>\$ 8,741.3</u>	<u>\$ 8,990.5</u>

¹ Revenue is attributed to the countries based on the location of the customer.

² Long-lived assets consist of property and equipment and certain sundry assets.

Note 19: Selected Quarterly Data (unaudited)

2014	Fourth	Third	Second	First
Revenue	\$ 5,121.3	\$ 4,875.6	\$ 4,935.6	\$ 4,683.1
Cost of sales	1,253.1	1,267.0	1,189.7	1,222.7
Operating expenses ⁽¹⁾	2,985.6	2,915.3	2,859.3	2,594.2
Acquired IPR&D	105.2	95.0	—	—
Asset impairment, restructuring, and other special charges	401.0	36.3	—	31.4
Other—net, (income) expense	(137.2)	(93.5)	(53.8)	(56.0)
Income before income taxes	513.6	655.5	940.4	890.8
Net income	428.5	500.6	733.5	727.9
Earnings per share—basic	0.40	0.47	0.68	0.68
Earnings per share—diluted	0.40	0.47	0.68	0.68
Dividends paid per share	0.49	0.49	0.49	0.49
Common stock closing prices:				
High	72.83	66.59	63.10	59.85
Low	61.90	60.35	58.21	50.73
2013	Fourth	Third	Second	First
Revenue	\$ 5,808.8	\$ 5,772.6	\$ 5,929.7	\$ 5,602.0
Cost of sales	1,386.5	1,198.1	1,165.2	1,158.3
Operating expenses ⁽¹⁾	3,429.0	3,029.8	3,198.0	3,000.1
Acquired IPR&D	57.1	—	—	—
Asset impairment, restructuring, and other special charges	35.4	—	63.5	21.7
Other—net, (income) expense	(9.1)	31.3	(11.9)	(529.2)
Income before income taxes	909.9	1,513.4	1,514.9	1,951.1
Net income	727.5	1,203.1	1,206.2	1,548.0
Earnings per share—basic	0.68	1.11	1.12	1.42
Earnings per share—diluted	0.67	1.11	1.11	1.42
Dividends paid per share	0.49	0.49	0.49	0.49
Common stock closing prices:				
High	51.34	54.96	58.33	56.79
Low	47.65	49.92	49.06	49.51

¹ Includes research and development, marketing, selling, and administrative expenses

Our common stock is listed on the New York Stock Exchange (NYSE), NYSE Euronext, and SIX Swiss Exchange.

Management's Reports

Management's Report for Financial Statements—Eli Lilly and Company and Subsidiaries

Management of Eli Lilly and Company and subsidiaries is responsible for the accuracy, integrity, and fair presentation of the financial statements. The statements have been prepared in accordance with generally accepted accounting principles in the United States and include amounts based on judgments and estimates by management. In management's opinion, the consolidated financial statements present fairly our financial position, results of operations, and cash flows.

In addition to the system of internal accounting controls, we maintain a code of conduct (known as "*The Red Book*") that applies to all employees worldwide, requiring proper overall business conduct, avoidance of conflicts of interest, compliance with laws, and confidentiality of proprietary information. All employees must take training annually on *The Red Book* and are required to report suspected violations. A hotline number is published in *The Red Book* to enable employees to report suspected violations anonymously. Employees who report suspected violations are protected from discrimination or retaliation by the company. In addition to *The Red Book*, the CEO and all financial management must sign a financial code of ethics, which further reinforces their fiduciary responsibilities.

The consolidated financial statements have been audited by Ernst & Young LLP, an independent registered public accounting firm. Their responsibility is to examine our consolidated financial statements in accordance with generally accepted auditing standards of the Public Company Accounting Oversight Board (United States). Ernst & Young's opinion with respect to the fairness of the presentation of the statements is included in Item 8 of our annual report on Form 10-K. Ernst & Young reports directly to the audit committee of the board of directors.

Our audit committee includes five nonemployee members of the board of directors, all of whom are independent from our company. The committee charter, which is available on our website, outlines the members' roles and responsibilities and is consistent with enacted corporate reform laws and regulations. It is the audit committee's responsibility to appoint an independent registered public accounting firm subject to shareholder ratification, approve both audit and non-audit services performed by the independent registered public accounting firm, and review the reports submitted by the firm. The audit committee meets several times during the year with management, the internal auditors, and the independent public accounting firm to discuss audit activities, internal controls, and financial reporting matters, including reviews of our externally published financial results. The internal auditors and the independent registered public accounting firm have full and free access to the committee.

We are dedicated to ensuring that we maintain the high standards of financial accounting and reporting that we have established. We are committed to providing financial information that is transparent, timely, complete, relevant, and accurate. Our culture demands integrity and an unyielding commitment to strong internal practices and policies. Finally, we have the highest confidence in our financial reporting, our underlying system of internal controls, and our people, who are objective in their responsibilities and operate under a code of conduct and the highest level of ethical standards.

Management's Report on Internal Control Over Financial Reporting—Eli Lilly and Company and Subsidiaries

Management of Eli Lilly and Company and subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. We have global financial policies that govern critical areas, including internal controls, financial accounting and reporting, fiduciary accountability, and safeguarding of corporate assets. Our internal accounting control systems are designed to provide reasonable assurance that assets are safeguarded, that transactions are executed in accordance with management's authorization and are properly recorded, and that accounting records are adequate for preparation of financial statements and other financial information. A staff of internal auditors regularly monitors, on a worldwide basis, the adequacy and effectiveness of internal accounting controls. The general auditor reports directly to the audit committee of the board of directors.

We conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in "2013 *Internal Control—Integrated Framework*" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under this framework, we concluded that our internal control over financial reporting was effective as of December 31, 2014. However, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The internal control over financial reporting has been assessed by Ernst & Young LLP as of December 31, 2014. Their responsibility is to evaluate whether internal control over financial reporting was designed and operating effectively.

John C. Lechleiter, Ph.D.
Chairman, President, and Chief Executive Officer

Derica W. Rice
Executive Vice President, Global Services and Chief Financial Officer

February 19, 2015

Report of Independent Registered Public Accounting Firm

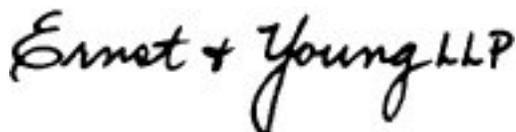
The Board of Directors and Shareholders of Eli Lilly and Company

We have audited the accompanying consolidated balance sheets of Eli Lilly and Company and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Eli Lilly and Company and subsidiaries at December 31, 2014 and 2013, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Eli Lilly and Company and subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 19, 2015, expressed an unqualified opinion thereon.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Indianapolis, Indiana

February 19, 2015

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Eli Lilly and Company

We have audited Eli Lilly and Company and subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Eli Lilly and Company and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

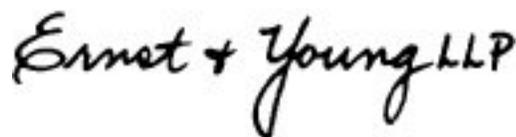
We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Eli Lilly and Company and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2014 consolidated financial statements of Eli Lilly and Company and subsidiaries and our report dated February 19, 2015 expressed an unqualified opinion thereon.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

Indianapolis, Indiana

February 19, 2015

Selected Financial Data (unaudited)

ELI LILLY AND COMPANY AND SUBSIDIARIES

(Dollars in millions, except revenue per
employee and per-share data)

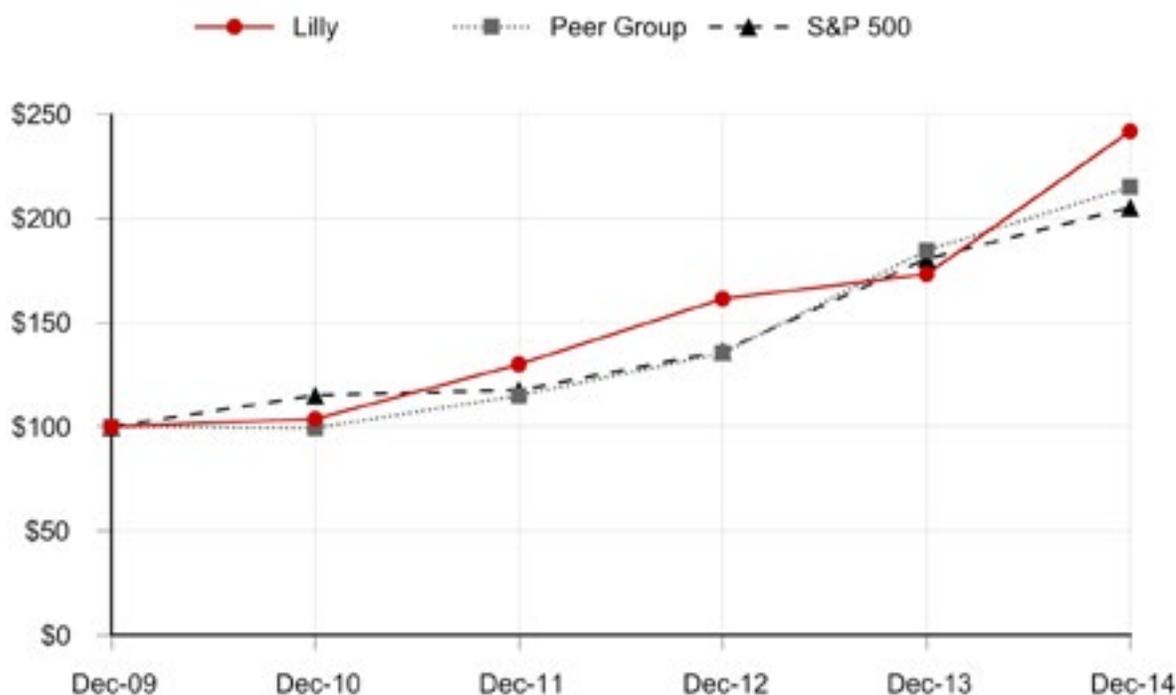
	2014	2013	2012	2011	2010
Operations					
Revenue	\$ 19,615.6	\$ 23,113.1	\$ 22,603.4	\$ 24,286.5	\$ 23,076.0
Cost of sales	4,932.5	4,908.1	4,796.5	5,067.9	4,366.2
Research and development	4,733.6	5,531.3	5,278.1	5,020.8	4,884.2
Marketing, selling, and administrative	6,620.8	7,125.6	7,513.5	7,879.9	7,053.4
Other	328.4	(341.2)	(392.9)	968.4	247.0
Income before income taxes	3,000.3	5,889.3	5,408.2	5,349.5	6,525.2
Income taxes	609.8	1,204.5	1,319.6	1,001.8	1,455.7
Net income	2,390.5	4,684.8	4,088.6	4,347.7	5,069.5
Net income as a percent of revenue	12.2%	20.3%	18.1%	17.9%	22.0%
Net income per share—diluted	\$ 2.23	\$ 4.32	\$ 3.66	\$ 3.90	\$ 4.58
Dividends declared per share	1.97	1.96	1.96	1.96	1.96
Weighted-average number of shares outstanding—diluted (thousands)	1,074,286	1,084,766	1,117,294	1,113,967	1,105,813
Financial Position					
Current assets	\$ 12,179.8	\$ 13,104.7	\$ 13,038.7	\$ 14,248.2	\$ 14,840.0
Current liabilities	11,207.5	8,916.6	8,389.5	8,930.9	6,926.9
Property and equipment—net	7,963.9	7,975.5	7,760.2	7,760.3	7,940.7
Total assets	37,178.2	35,248.7	34,398.9	33,659.8	31,001.4
Long-term debt	5,367.7	4,200.3	5,519.4	5,464.7	6,770.5
Total equity	15,388.1	17,640.7	14,773.9	13,535.6	12,412.8
Supplementary Data					
Return on total equity	13.7%	29.5%	27.8%	31.4%	46.1%
Return on assets	6.8%	13.8%	12.3%	13.4%	17.7%
Capital expenditures	\$ 1,162.6	\$ 1,012.1	\$ 905.4	\$ 672.0	\$ 694.3
Depreciation and amortization	1,379.0	1,445.6	1,462.2	1,373.6	1,328.2
Effective tax rate	20.3%	20.5%	24.4%	18.7%	22.3%
Revenue per employee	\$ 501,000	\$ 609,000	\$ 590,000	\$ 638,000	\$ 602,000
Number of employees	39,135	37,925	38,350	38,080	38,350
Number of shareholders of record	29,300	31,900	33,600	35,200	36,700

PERFORMANCE GRAPH

This graph compares the return on Lilly stock with that of the Standard & Poor's 500 Stock Index and our peer group for the years 2010 through 2014. The graph assumes that, on December 31, 2009, a person invested \$100 each in Lilly stock, the S&P 500 Stock Index, and the peer groups' common stock. The graph measures total shareholder return, which takes into account both stock price and dividends. It assumes that dividends paid by a company are reinvested in that company's stock.

Value of \$100 Invested on Last Business Day of 2009

Comparison of Five-Year Cumulative Total Return Among Lilly, S&P 500 Stock Index, and Peer Group⁽¹⁾



	Lilly	Peer Group	S&P 500
Dec-09	\$ 100.00	\$ 100.00	\$ 100.00
Dec-10	\$ 103.71	\$ 99.27	\$ 115.06
Dec-11	\$ 129.79	\$ 114.89	\$ 117.49
Dec-12	\$ 161.29	\$ 135.23	\$ 136.30
Dec-13	\$ 172.96	\$ 184.35	\$ 180.44
Dec-14	\$ 241.72	\$ 214.86	\$ 205.14

¹ We constructed the peer group as the industry index for this graph. It comprises the public companies in the pharmaceutical and biotech industries that we used to benchmark the compensation of executive officers for 2014: Abbott Laboratories; AbbVie Inc.; Allergan Inc.; Amgen Inc.; AstraZeneca PLC; Baxter International Inc.; Biogen Idec Inc.; Bristol-Myers Squibb Company; Celgene Corporation; Gilead Sciences Inc.; GlaxoSmithKline plc; Johnson & Johnson; Medtronic, Inc.; Merck & Co., Inc.; Novartis AG; Pfizer Inc.; and Sanofi-Aventis.

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Notice of 2015 Annual Meeting of Shareholders and Proxy Statement

Your vote is important

Please vote by using the Internet, telephone, or by signing, dating, and returning the enclosed proxy card.

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Notice of Annual Meeting of Shareholders

To the holders of Common Stock of Eli Lilly and Company:

The 2015 Annual Meeting of Shareholders of Eli Lilly and Company will be held as shown below:

- **WHEN:** 11:00 a.m. EDT, Monday, May 4, 2015
- **WHERE:** The Lilly Center Auditorium
Lilly Corporate Center
Indianapolis, Indiana 46285
- **ITEMS OF BUSINESS:** Election of the four directors listed in the proxy statement to serve three-year terms

Approval, by non-binding vote, of the compensation paid to the company's named executive officers

Ratification of Ernst & Young LLP as the principal independent auditors for 2015
- **WHO CAN VOTE:** Shareholders of record at the close of business on February 27, 2015

See the back page of this report for information regarding how to attend the meeting. Every shareholder vote is important. If you are unable to attend the meeting in person, please sign, date, and return your proxy and/or voting instructions by mail, telephone or through the Internet promptly so that a quorum may be represented at the meeting.

By order of the Board of Directors,

James B. Lootens
Secretary

March 23, 2015
Indianapolis, Indiana

Important notice regarding the availability of proxy materials for the shareholder meeting to be held May 4, 2015: The annual report and proxy statement are available at <http://www.lilly.com/pdf/lillyar2014.pdf>

Proxy Statement Overview

General Information

This overview highlights information contained elsewhere in this proxy statement. It does not contain all the information you should consider, and you should read the entire proxy statement carefully before voting.

Meeting:	Annual Meeting of Shareholders	Date:	May 4, 2015
Time:	11:00 a.m. EDT	Location:	The Lilly Center Auditorium Lilly Corporate Center Indianapolis, Indiana 46285
Record Date:	February 27, 2015		

- Items of Business:**
- Item 1:** Election of the four directors listed in this proxy statement to serve three-year terms.
 - Item 2:** Approval, by non-binding vote, of the compensation paid to the company's named executive officers.
 - Item 3:** Ratification of Ernst & Young LLP as the principal independent auditors for 2015.

What Is New In This Year's Proxy Statement

Below is a summary of changes to our compensation programs in 2014:

In anticipation of significant revenue declines due to major product patent expirations, we took two significant compensation actions for 2014 in order to devote the resources necessary to launch three major new products, aggressively advance our pipeline of potential new medicines, and provide appropriate capital returns to our shareholders:

- A freeze on salary increases for most employees, including executive officers; and
- A one-time reduction of the company annual bonus payout.

Additionally, effective in 2014 we adopted a policy prohibiting all members of senior management (and outside directors) from pledging company shares (i.e., using them as collateral for a loan). This formalizes a practice that had already been in effect.

Highlights of 2014 Company Performance

The following provides a brief look at our 2014 performance in three dimensions: operating performance, innovation progress, and returns to shareholders. See our 2014 annual report on Form 10-K for more details.

Operating Performance

Last year was one of the most challenging years in our history – the final year in a multi-year period of patent expirations of several major products. In 2014, we experienced severe declines in revenue and net income due to the expiration of the U.S. patents for the blockbuster drugs Cymbalta® (our largest selling product) and Evista®. We partially offset these declines with growth in several other brands; new product launches in diabetes and oncology; growth in Japan, emerging markets, and our animal health business; and careful expense management. Performance highlights included:

- 2014 revenue of \$19.6 billion declined 15 percent but slightly exceeded our business plan target
- 2014 earnings per share (EPS) declined 48 percent on a reported basis to \$2.23, and declined 33 percent on a non-GAAP basis to \$2.78. The non-GAAP EPS results slightly exceeded our business plan target.
- Operating cash flows remained strong and exceeded our business plan target at \$4.37 billion.

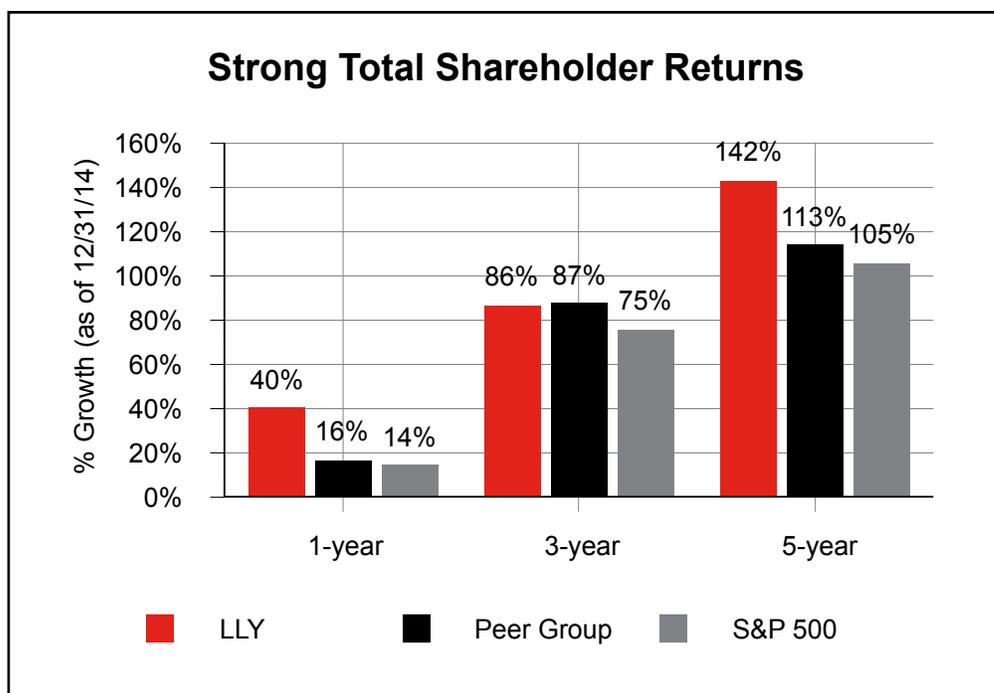
Innovation Progress

We made significant advances with our pipeline in 2014, including:

- Approval and launch of three new products: Cyramza® for certain gastric and lung cancers, and Jardiance® and Trulicity™ for type 2 diabetes
- Approval of our insulin glargine product for diabetes in Europe and Japan and tentative approval in the U.S.
- Submission of necitumumab for squamous cell non-small cell lung cancer
- Positive results in final-stage clinical trials for ixekizumab for psoriasis and baricitinib for rheumatoid arthritis.

Returns to Shareholders

We achieved strong total shareholder returns (share price appreciation plus dividends, reinvested quarterly) for the one-, three-, and five-year periods through year-end 2014, including a 40 percent increase in 2014. Our returns exceeded the peer group in two of those periods and exceeded the S&P 500 in all three periods:



Consistent with our commitment to returning excess cash to shareholders, we returned approximately \$2.9 billion in cash to shareholders in 2014 in the form of dividends and share repurchases, and we announced a dividend increase commencing in the first quarter of 2015. In the past three years, we have returned \$6.9 billion in cash to shareholders through dividends and share repurchases.

Governance (pages 8-26)

Item 1: Election of Directors (pages 8-25)

Name and principal occupation	Joined the Board	Age	Public boards	Management recommendation	Vote required to pass
Katherine Baicker, Ph.D. Professor of Health Economics - Harvard University	2011	43	None	Vote FOR	Majority of votes cast
J. Erik Fyrwald President and CEO - Univar, Inc.	2005	55	None	Vote FOR	Majority of votes cast
Ellen R. Marram President - The Barnegat Group LLC	2002	68	Ford Motor Company The New York Times Company	Vote FOR	Majority of votes cast
Jackson P. Tai Former Vice Chairman and CEO - DBS Group Holdings and DBS Bank	2013	64	The Bank of China, Limited MasterCard Incorporated Royal Philips NV	Vote FOR	Majority of votes cast

Our Corporate Governance Policies Reflect Best Practices

- Our Board membership is marked by leadership, experience, and diversity.
- All 13 of our nonemployee directors, and all Board committee members, are independent.
- We have a strong, independent lead director role.
- Our Board actively participates in company strategy and CEO/senior executive succession planning.
- Our Board oversees compliance and enterprise risk management practices.
- We have in place meaningful stock ownership requirements.
- We have a majority voting standard and resignation policy for the election of directors.

Compensation (pages 28-52)

Item 2: Advisory Vote on Compensation Paid to Named Executive Officers (pages 28-29)

		Management recommendation	Vote required to pass
Item 2	Approve, by non-binding vote, compensation paid to the company's named executive officers.	Vote FOR	Majority of votes cast

Our Executive Compensation Programs Reflect Best Practices

- We have had strong shareholder support of compensation practices: in 2014, over 98 percent of shares cast voted in favor of our executive compensation.
- Our compensation programs are designed to align with shareholder interests and link pay to performance through a blend of short- and long-term performance measures.
- Our Compensation Committee annually reviews compensation programs to ensure appropriate risk mitigation.
- We have a broad compensation recovery policy that applies to all executives and covers a wide range of misconduct.
- Our executives and senior management are prohibited from hedging or pledging their company stock.
- Our executives are subject to robust stock ownership guidelines.
- We do not have "top hat" retirement plans - supplemental plans are open to all employees and are limited to restoring benefits lost due to IRS limits on qualified plans.
- We do not provide tax gross-ups to executive officers (except for limited gross-ups related to international assignments).
- We have a very restrictive policy on perquisites.

- Our severance plans related to change-in-control generally require a double trigger.
- We do not have employment agreements with any of our executive officers.

Executive Compensation Summary for 2014

The total compensation paid to our named executive officers (the five officers whose compensation is disclosed in this proxy statement) for 2014 remained in the middle range of the company's peer group. Consistent with the pay freeze for most company employees for 2014, there were no salary increases for the named executive officers for 2014, and only our newest named executive officer received an increase in target equity compensation. Incentive compensation program payouts were aligned with the company's performance in 2014, as outlined below under "Pay for Performance."

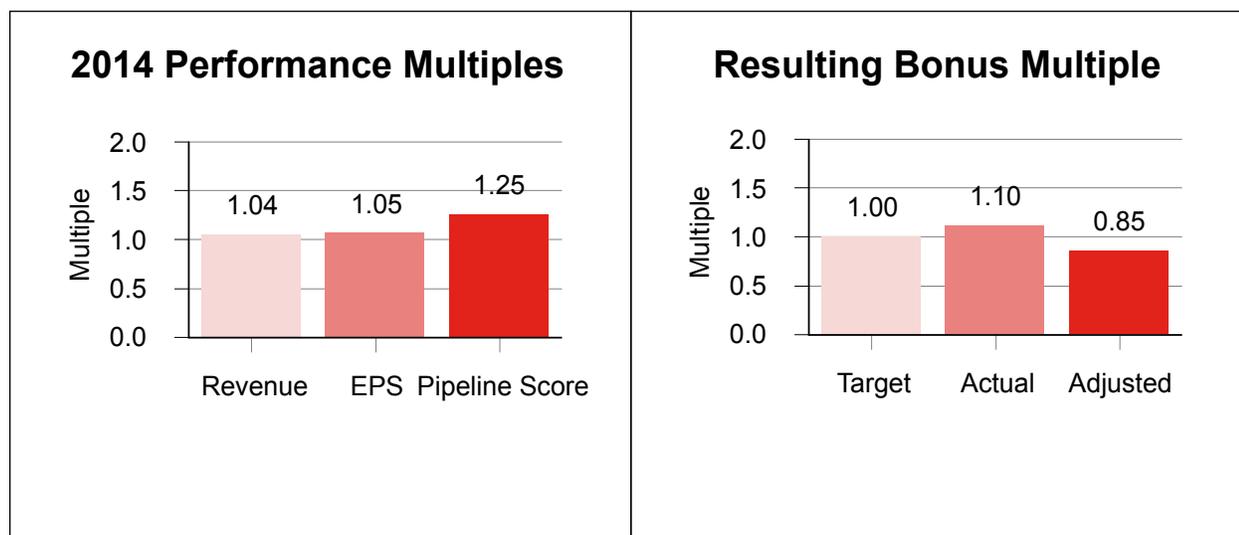
Pay for Performance

As described more fully in the Compensation Disclosures and Analysis (CD&A) section, we link our incentive pay programs to a balanced mix of measures on three dimensions of company performance: (1) operating performance; (2) progress with our innovation pipeline; and (3) shareholder returns.

The summary information below highlights why the Compensation Committee believes our incentive pay programs are appropriately aligned with company performance. Please see the CD&A for details of how our three incentive pay programs work and how the payouts for 2014 were calculated.

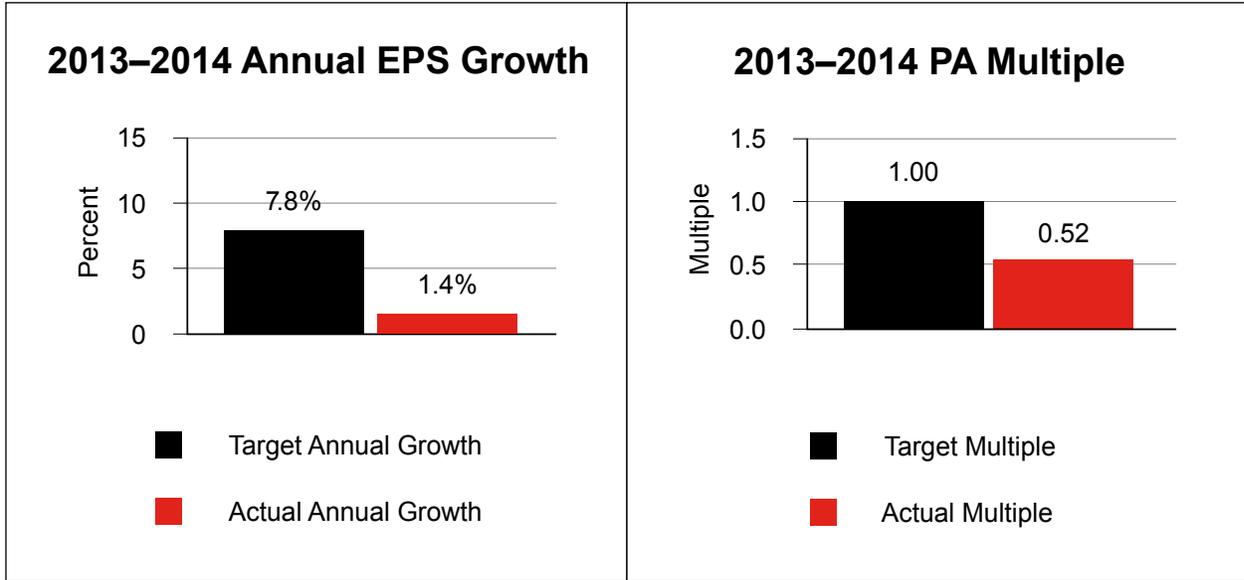
2014 Annual Bonus Multiple

The company exceeded its annual bonus targets for revenue, adjusted non-GAAP EPS, and pipeline progress. However, in order to manage expenses in light of the severe impact of the patent expirations, the Compensation Committee reduced the bonus multiple by 0.25.



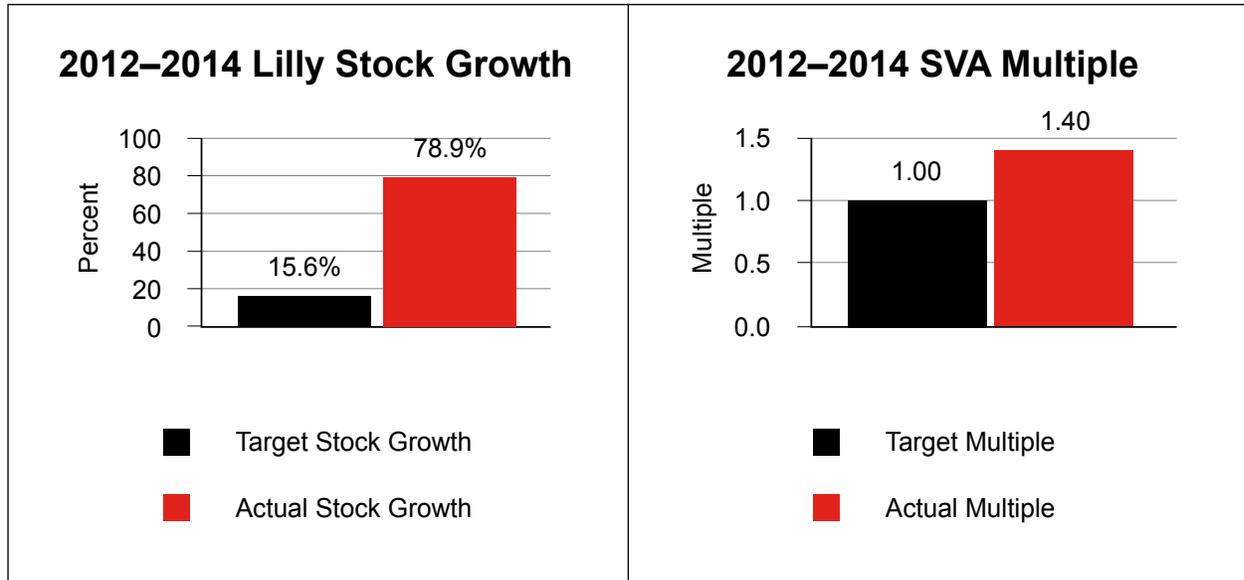
2014 Performance Award Multiple

We fell short of our adjusted non-GAAP EPS targets under our Performance Award program, which targets are based on expected EPS growth of peer companies over a two-year period.



2014 Shareholder Value Award Multiple

We significantly exceeded our stock price growth targets under our Shareholder Value Award program, which targets are based on expected large-cap company returns over a three-year period.



Audit Matters (pages 53-55)

Item 3: Proposal to Ratify Appointment of Independent Auditor (pages 53-55)

		Management recommendation	Vote required to pass
Item 3	Ratify the appointment of Ernst & Young LLP as the company's principal independent auditor for 2015.	Vote FOR	Majority of votes cast

Other Information (pages 56-58)

How to Vote in Advance of the Meeting

Even if you plan to attend the 2015 Annual Meeting in person, we encourage you to vote prior to the meeting via one of the methods described below. You can vote in advance via one of three ways:



Visit the website listed on your proxy card/voting instruction form to vote **VIA THE INTERNET**



Call the telephone number on your proxy card/voting instruction form to vote **BY TELEPHONE**



Sign, date and return your proxy card/voting instruction form to vote **BY MAIL**

Further information on how to vote is provided at the end of the proxy statement under "Meeting and Voting Logistics".

Voting at our 2015 Annual Meeting

You may also opt to vote in person at the 2015 Annual Meeting, which will be held on Monday, May 4, 2015 at the Lilly Corporate Center, Indianapolis, IN 46285, at 11:00 a.m., local time. See the section entitled "Meeting and Voting Logistics" for more information.

Governance

Item 1. Election of Directors

Under the company's articles of incorporation, the Board is divided into three classes with approximately one-third of the directors standing for election each year. The term for directors elected this year will expire at the annual meeting of shareholders held in 2018. Each of the nominees listed below has agreed to serve that term. If any director is unable to stand for election, the Board may, by resolution, provide for a lesser number of directors or designate a substitute. The following sections provide information regarding our directors including their qualifications, the director nomination process, and compensation, among other topics.

Board Proposal on Item 1

The Board recommends that you vote FOR each of the following nominees:

- Katherine Baicker, Ph.D.
- J. Erik Fyrwald
- Ellen R. Marram
- Jackson P. Tai

Board Operations and Governance

Board of Directors



From left to right: Michael L. Eskew, Katherine Baicker, Jackson P. Tai, Karen N. Horn, Franklyn G. Prendergast, J. Erik Fyrwald, R. David Hoover, John C. Lechleiter, Douglas R. Oberhelman, Ellen R. Marram, Marschall S. Runge, William G. Kaelin, Jr., Kathi P. Seifert, Ralph Alvarez.

Each of our directors is elected to serve until his or her successor is duly elected and qualified. If a nominee is unavailable for election, proxy holders may vote for another nominee proposed by the Board of Directors or, as an alternative, the Board of Directors may reduce the number of directors to be elected at the annual meeting. Each nominee has agreed to serve on the Board of Directors if elected.

Director Biographies

Set forth below is information as of March 11, 2015, regarding the nominees for election, which has been confirmed by each of them for inclusion in this proxy statement. We have provided the most significant experiences, qualifications, attributes, or skills that led to the conclusion that each director or director nominee should serve as one of our directors in light of our business and structure. Full biographies for each of our directors are available on our website at <http://www.lilly.com/about/board-of-directors/Pages/board-of-directors.aspx>.

No family relationship exists among any of our director nominees or executive officers. To the best of our knowledge, there are no pending material legal proceedings in which any of our directors or nominees for director, or any of their associates, is a party adverse to us or any of our affiliates, or has a material interest adverse to us or any of our affiliates. Additionally, to the best of our knowledge, there have been no events under any bankruptcy act, no criminal proceedings and no judgments, sanctions, or injunctions that are material to the evaluation of the ability or integrity of any of our directors or nominees for director during the past 10 years.

Class of 2015

The following five directors' terms will expire at this year's annual meeting. Four of these directors are standing for reelection; Mr. Oberhelman is not seeking reelection. Upon the expiration of Mr. Oberhelman's term, the Board intends to reduce the size of the board until such time as it may identify and elect a new director to fill the position. See "Item 1. Election of Directors" below for more information.

Katherine Baicker, Ph.D., age 43, director since 2011	
Board Committees: Audit; Public Policy and Compliance	
Career Highlights	Industry Memberships
<p>Harvard University School of Public Health, Department of Health Policy and Management</p> <ul style="list-style-type: none"> • Professor of health economics (2007 - present) • C. Boyden Gray Professor and Acting Chair, department of health economics (2014 - present) 	<ul style="list-style-type: none"> • Commissioner of the Medicare Payment Advisory Commission • Chair of the Group Insurance Commission of Massachusetts • Panel of Health Advisers to the Congressional Budget Office • Editorial boards of Health Affairs; the Journal of Health Economics
<p>Council of Economic Advisers, Executive Office of the President</p> <ul style="list-style-type: none"> • Member (2005 - 2007) • Senior Economist (2001 - 2002) 	<ul style="list-style-type: none"> • Member of the Institute of Medicine
<p>Qualifications: Dr. Baicker is a leading researcher in the fields of health economics, public economics, and labor economics. As a valued adviser to numerous health care-related commissions and committees, her expertise in health care policy and health care delivery is recognized by both academia and government.</p>	

J. Erik Fyrwald, age 55, director since 2005

Board Committees: Public Policy and Compliance (chair); Science and Technology

Career Highlights

Univar, Inc., a leading distributor of industrial and specialty chemicals and provider of related services

- President and Chief Executive Officer (2012 - present)

Nalco Company, a provider of integrated water treatment and process improvement services, chemicals and equipment programs for industrial and institutional applications

- Chairman and Chief Executive Officer (2008 - 2011)

E.I. duPont de Nemours and Company, a global chemical company

- Group Vice President, agriculture and nutrition (2003 - 2008)

Other Board Service

- **Non-profit boards:** Society of Chemical Industry; Amsted Industries; The Chicago Public Education Fund; Field Museum of Chicago, Trustee

Qualifications: Mr. Fyrwald has a strong record of operational and strategic leadership in three complex worldwide businesses with a focus on technology and innovation. He is an engineer by training and has CEO experience with Univar and Nalco.

Ellen R. Marram, age 68, director since 2002, Lead director since 2012

Board Committees: Compensation; Directors and Corporate Governance (chair)

Career Highlights

The Barnegat Group LLC, provider of business advisory services

- President (2006 - present)

North Castle Partners, LLC

- Managing Director (2000 - 2006)

Tropicana Beverage Group

- President and Chief Executive Officer (1993 - 1998)

Nabisco Biscuit Company, a unit of Nabisco, Inc.

- President and Chief Executive Officer (1988 - 1993)

Other Board Service

- **Public boards:** Ford Motor Company, The New York Times Company
- **Prior public board service:** Cadbury plc
- **Private boards:** Newman's Own, Inc.
- **Non-profit boards:** Wellesley College; Institute for the Future; New York-Presbyterian Hospital; Lincoln Center Theater; and Families and Work Institute

Qualifications: Ms. Marram is a former CEO with a strong marketing and consumer-brand background. Through her nonprofit and private company activities, she has a special focus and expertise in wellness and consumer health. Ms. Marram has extensive corporate governance experience through service on other public company boards in a variety of industries.

Douglas R. Oberhelman, age 62, director since 2008

Board Committees: Audit; Finance

Career Highlights

Caterpillar Inc.

- Chairman and Chief Executive Officer (2010 - present)
- Group President (2001 - 2010)
- Chief Financial Officer (1995 - 1998)

Memberships and Other Organizations

- Business Roundtable, Executive Committee
- Business Council
- National Association of Manufacturers, Chairman

Other Board Service

- **Public boards:** Caterpillar Inc.
- **Prior public board service:** Ameren Corporation
- **Non-profit boards:** Wetlands America Trust; Easter Seals Foundation of Central Illinois

Qualifications: Mr. Oberhelman has a strong strategic and operational background as the CEO of Caterpillar, a leading manufacturing company with worldwide operations and a special focus on emerging markets. He is an audit committee financial expert as a result of his prior experience as CFO of Caterpillar and as a member and chairman of the audit committee of another U.S. public company.

Jackson P. Tai, age 64, director since 2013

Board Committees: Audit; Finance

Career Highlights

DBS Group Holdings and DBS Bank (formerly the Development Bank of Singapore), one of the largest financial services groups in Asia

- Vice Chairman and Chief Executive Officer (2002-2007)
- President and Chief Operating Officer (2001-2002)

J.P. Morgan & Co. Incorporated, a leading global financial institution

- 25 year career in investment banking, including senior management responsibilities in New York, Tokyo and San Francisco

Other Board Service

- **Public boards:** The Bank of China Limited, MasterCard Incorporated, Royal Philips NV
- **Prior board service:** Singapore Airlines; NYSE Euronext; ING Groep NV; CapitalLand (Singapore); DBS Group Holdings and DBS Bank

Qualifications: Mr. Tai is a former CEO with extensive experience in international business and finance, and is an audit committee financial expert. He has deep expertise in the Asia-Pacific region, a key growth market for Lilly. He also has broad corporate governance experience from his service on public company boards in the U.S., Europe, and Asia.

Class of 2016

The following four directors are serving terms that expire May 2016.

Ralph Alvarez, age 59, director since 2009

Board Committees: Compensation; Science and Technology

Career Highlights

Skylark Co., Ltd., a leading restaurant operator in Japan

- Executive Chairman (2013 - present)

McDonald's Corporation

- President and Chief Operating Officer (2006 - 2009)

Memberships and Other Organizations

- University of Miami: President's Council; School of Business Administration Board of Overseers; International Advisory Board

Other Board Service

- **Public boards:** Skylark Co., Ltd.; Lowe's Companies, Inc.; Dunkin' Brands Group, Inc.; Realogy Holdings Corp.
- **Prior public board service:** McDonald's Corporation; KeyCorp

Qualifications: Through his senior executive positions at Skylark Co., Ltd. and McDonald's Corporation, as well as with other global restaurant businesses, Mr. Alvarez has extensive experience in consumer marketing, global operations, international business, and strategic planning. His international experience includes a special focus on emerging markets.

R. David Hoover, age 69, director since 2009

Board Committees: Finance; Public Policy and Compliance

Career Highlights

Ball Corporation, a provider of packaging products and other technologies and services to commercial and governmental customers

- Chairman (2002 - 2013)
- President and Chief Executive Officer (2001 - 2010)
- Chief Operating Officer (2000 - 2001)
- Chief Financial Officer (1998 - 2000)

Memberships and Other Organizations

- Board of Trustees of DePauw University
- Indiana University Kelley School of Business, Dean's Council

Other Board Service

- **Public boards:** Ball Corporation; Energizer Holdings, Inc.; Steelcase, Inc.
- **Non-profit boards:** Boulder Community Hospital; Children's Hospital Colorado
- **Prior public board service:** Irwin Financial Corporation; Qwest International, Inc.

Qualifications: Mr. Hoover has extensive CEO experience at Ball Corporation, with a strong record of leadership in operations and strategy. He has deep financial expertise as a result of his experience as CEO and CFO of Ball. He also has extensive corporate governance experience through his service on other public company boards.

Franklyn G. Prendergast, M.D., Ph.D., age 70, director since 1995

Board Committees: Public Policy and Compliance; Science and Technology

Career Highlights

Mayo Medical School

- Edmond and Marion Guggenheim Professor of Biochemistry and Molecular Biology (1986 - 2014)
- Professor of Molecular Pharmacology and Experimental Therapeutics (1987 - 2014)
- Mayo Clinic Center for Individualized Medicine, Director Emeritus (2006 - 2012)

Other Board Service

- **Public boards:** Cancer Genetics Incorporated

Qualifications: Dr. Prendergast is a prominent medical clinician, researcher, and academician. He has extensive experience in senior-most administration at Mayo Clinic, a major medical institution, and as director of its renowned cancer center. He retired from Mayo at the end of 2014. He has special expertise in two critical areas for Lilly—oncology and personalized medicine. As a medical doctor, he brings an important practicing-physician perspective to the Board's deliberations.

Kathi P. Seifert, age 65, director since 1995

Board Committees: Audit; Compensation

Career Highlights

Kimberly-Clark Corporation, a global consumer products company

- Executive Vice President (1999 - 2004)

Katapult, LLC, a provider of pro bono mentoring and consulting services to non-profit organizations

- Chairman (2004 - present)

Other Board Service

- **Public companies:** Revlon Consumer Products Corporation; Lexmark International, Inc.
- **Private boards:** Appvion, Inc.
- **Prior public board service:** Supervalu Inc.; Appleton Papers, Inc.
- **Non-profit boards:** Community Foundation for the Fox Valley Region; Fox Cities Building for the Arts; Fox Cities Chamber of Commerce

Qualifications: Ms. Seifert is a retired senior executive of Kimberly-Clark. She has strong expertise in consumer marketing and brand management, having led sales and marketing for several worldwide brands, with a special focus on consumer health. She has extensive corporate governance experience through her other board positions.

Class of 2017

The following five directors are serving terms that expire May 2017.

Michael L. Eskew, age 65, director since 2008

Board Committees: Audit (chair); Finance

Career Highlights

United Parcel Service, Inc.

- Chairman and Chief Executive Officer (2002 - 2007)
- UPS Board of Directors (1998 - 2014)
- Vice Chairman (2000 - 2002)

Other Board Service

- **Public boards:** 3M Corporation; IBM Corporation; Allstate Insurance Company
- **Non-profit boards:** Chairman of the board of trustees of The Annie E. Casey Foundation

Qualifications: Mr. Eskew has CEO experience with UPS, where he established a record of success in managing complex worldwide operations, strategic planning, and building a strong consumer-brand focus. He is an Audit Committee financial expert, based on his CEO experience and his service on other U.S. company audit committees. He has extensive corporate governance experience through his service on the boards of other companies.

Karen N. Horn, Ph.D., Age 71, Director since 1987

Board Committees: Compensation (chair); Directors and Corporate Governance

Career Highlights

Brock Capital Group, a provider of financial advising and consulting services

- Senior Managing Director (2004 - present)

Marsh, Inc., a global provider of risk and insurance services

- President, Private Client Services and Managing Director (1999 - 2003)

Bank One, Cleveland, N.A.

- Chairman and chief executive officer (1982 - 1987)

Other Board Service

- **Public boards:** T. Rowe Price Mutual Funds; Simon Property Group, Inc.; Norfolk Southern Corporation
- **Prior public board service:** Fannie Mae; Georgia-Pacific Corporation
- **Non-profit boards:** The National Bureau of Economic Research; The Florence Griswold Museum

Qualifications: Ms. Horn is a former CEO with extensive experience in various segments of the financial industry, including banking and financial services. Through her for-profit and her public-private partnership work, she has significant experience in international economics and finance. Ms. Horn has extensive corporate governance experience through service on other public company boards in a variety of industries.

William G. Kaelin, Jr., M.D., age 57, director since 2012

Board Committees: Finance; Science and Technology

Career Highlights

Dana-Farber/Harvard Cancer Center

- Professor of Medicine (2002 - present)
- Associate director, Basic Science (2009 - present)

Industry Memberships

- Institute of Medicine; National Academy of Sciences; Association of American Physicians; American Society of Clinical Investigation

Honors

- Canada Gairdner International Award
- Lefoulon-Delalande Prize - Institute of France

Qualifications: Dr. Kaelin is a prominent medical researcher and academician. He has extensive experience at Harvard Medical School, a major medical institution, as well as special expertise in oncology—a key component of Lilly's business. He also has deep expertise in basic science, including mechanisms of drug action, and experience with pharmaceutical discovery research.

John C. Lechleiter, Ph.D., age 61, director since 2005

Board Committees: none

Career Highlights

Eli Lilly and Company

- President and CEO (2008 - present)
- Chairman of the Board (2009 - present)

Industry Memberships

- American Chemical Society; Business Roundtable; Pharmaceutical Research and Manufacturers of America; U.S. - Japan Business Council, chairman

Honors

- Honorary doctorates: Marian University, University of Indianapolis, the National University of Ireland, Indiana University, and Franklin College

Other Board Service

- **Public boards:** Ford Motor Company; Nike, Inc.
- **Non-profit boards:** United Way Worldwide, chairman; Life Sciences Foundation; and the Central Indiana Corporate Partnership

Qualifications: Dr. Lechleiter is our chairman, president, and chief executive officer. A Ph.D. chemist by training, Dr. Lechleiter has over 35 years of experience with the company in a variety of roles of increasing responsibility in research and development, sales and marketing, and corporate administration. As a result, he has a deep understanding of pharmaceutical research and development, sales and marketing, strategy, and operations. He also has significant corporate governance experience through service on other public company boards.

Marschall S. Runge, M.D., Ph.D., age 60, director since 2013

Board Committees: Science and Technology; Public Policy and Compliance

Career Highlights

University of Michigan

- Executive Vice President for Medical Affairs (since March 2015)

University of North Carolina, School of Medicine

- Executive Dean (2010 - 2015); Chair of the Department of Medicine (2000 - 2015)
- Principal Investigator and Director of the North Carolina Translational and Clinical Sciences Institute

Industry Memberships

- Experimental Cardiovascular Sciences Study Section of the National Institutes of Health

Qualifications: Dr. Runge brings the unique perspective of a practicing physician who has a broad background in health care, clinical research, and academia. He has extensive experience as a practicing cardiologist, and has deep expertise in biomedical research and clinical trial design.

Director Qualifications and Nomination Process

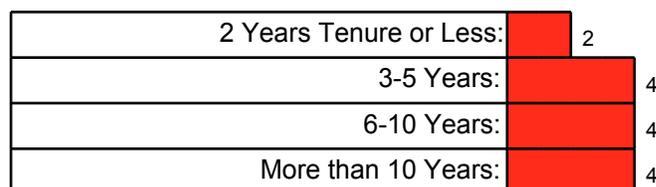
Director Qualifications

The Board assesses Board candidates by considering the following:

Experience: Our directors are responsible for overseeing the company's business consistent with their fiduciary duties. This significant responsibility requires highly skilled individuals with various qualities, attributes, and professional experience. The Board, in conjunction with the Directors and Corporate Governance Committee, has selected a well-rounded board with a balance of relevant perspectives and experience, including CEO, global business, science and medicine, and government/policy or other health care experience. The following chart highlights the mix of relevant skills and experiences of our directors.



As the following chart demonstrates, our director composition also reflects a mix of tenure on the Board, which provides an effective balance of historical perspective and an understanding of the evolution of our business with fresh perspectives and insights.



Diversity: The Board strives to achieve diversity in the broadest sense, including persons diverse in geography, gender, ethnicity, and experiences. Although the Board does not establish specific diversity goals

or have a stand-alone diversity policy, the Board's overall diversity is a significant consideration in the director selection and nomination process. The Directors and Corporate Governance Committee assesses the effectiveness of board diversity efforts in connection with the annual nomination process as well as in new director searches. The company's directors range in age from 43 to 71, and include four women and three ethnically diverse members.

Character: Board members should possess the personal attributes necessary to be an effective director, including unquestioned integrity, sound judgment, independence, a collaborative spirit, and commitment to the company, our shareholders, and other constituencies.

Director Nomination Process

The Board delegates the director screening process to the Directors and Corporate Governance Committee, which receives input from other Board members. Potential directors are identified from several sources, including executive search firms retained by the committee, incumbent directors, management, and shareholders.

The committee employs the same process for evaluating all candidates, including those submitted by shareholders. The committee initially evaluates a candidate based on publicly available information and any additional information supplied by the party recommending the candidate. If the candidate appears to satisfy the selection criteria and the committee's initial evaluation is favorable, the committee, assisted by management or the search firm, gathers additional data on the candidate's qualifications, availability, probable level of interest, and any potential conflicts of interest. If the committee's subsequent evaluation continues to be favorable, the candidate is contacted by the Chairman of the Board and one or more of the independent directors for direct discussions to determine the mutual levels of interest in pursuing the candidacy. If these discussions are favorable, the committee makes a final recommendation to the board to nominate the candidate for election by the shareholders (or to select the candidate to fill a vacancy, as applicable).

The Directors and Corporate Governance Committee performs an annual assessment of the overall composition and skills of the Board in order to ensure that the Board and management are actively engaged in succession planning for directors, and that our Board reflects the appropriate viewpoints and expertise necessary to support our complex and evolving business. The results of this assessment inform the Board's recommendations on nominations for directors at the annual meeting each year and help provide us with insight on the types of experiences, skills, and other characteristics we should be seeking for future director candidates. Based on this assessment, the committee has recommended that the four directors in the 2015 class who are standing for election be re-elected at the 2015 annual meeting.

Director Compensation

Director compensation is reviewed and approved annually by the Board, on the recommendation of the Directors and Corporate Governance Committee. Directors who are employees receive no additional compensation for serving on the Board.

Cash Compensation

In 2014, nonemployee directors received an annual retainer of \$100,000 (payable in monthly installments). In addition, certain Board roles received additional annual retainers:

Lead director: \$30,000

Committee chairs: \$12,000 (\$18,000 for Audit Committee chair; \$15,000 for Science and Technology Committee chair)

Audit Committee/Science and Technology Committee members (including the chair): \$3,000

Directors are reimbursed for customary and usual travel expenses. Directors may also receive additional cash compensation for serving on ad hoc committees that may be assembled from time-to-time.

Stock Compensation

Directors should hold meaningful equity ownership positions in the company; accordingly, a significant portion of director compensation is in the form of Lilly stock. Directors are required to hold Lilly stock, directly or through company plans, valued at not less than five times their annual cash retainer; new directors are allowed five years to reach this ownership level.

Nonemployee directors receive \$145,000 of stock compensation, deposited annually in a deferred stock account in the Lilly Directors' Deferral Plan (as described below), payable after service on the Board has ended.

Lilly Directors' Deferral Plan: allows nonemployee directors to defer receipt of all or part of their cash compensation until after their service on the Board has ended. Each director can choose to invest the funds in one or both of the following two accounts:

Deferred Stock Account. This account allows the director, in effect, to invest his or her deferred cash compensation in company stock. In addition, the annual stock compensation award as noted above is credited to this account. The number of shares credited is calculated by dividing the \$145,000 annual compensation figure by the closing stock price on a pre-set annual date. Funds in this account are credited as hypothetical shares of company stock based on the market price of the stock at the time the compensation would otherwise have been earned. Hypothetical dividends are "reinvested" in additional shares based on the market price of the stock on the date dividends are paid. Actual shares are issued after the director ends his or her service on the Board.

Deferred Compensation Account. Funds in this account earn interest each year at a rate of 120 percent of the applicable federal long-term rate, compounded monthly, as established the preceding December by the U.S. Treasury Department under Section 1274(d) of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code). The aggregate amount of interest that accrued in 2014 for the participating directors was \$178,000, at a rate of 3.92 percent. The rate for 2015 is 3.24 percent.

Both accounts may be paid in a lump sum or in annual installments for up to 10 years, beginning the second January following the director's departure from board service. Amounts in the deferred stock account are paid in shares of company stock.

2014 Compensation for Nonemployee Directors

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ¹	All Other Compensation and Payments (\$) ²	Total (\$) ³
Mr. Alvarez	\$103,000	\$145,000	\$0	\$248,000
Dr. Baicker	\$103,000	\$145,000	\$0	\$248,000
Sir Winfried Bischoff (retired)	\$46,667	\$60,417	\$16,712 ⁴	\$123,796
Mr. Eskew	\$121,000	\$145,000	\$5,250	\$271,250
Mr. Fyrwald	\$115,000	\$145,000	\$30,000	\$290,000
Dr. Gilman (retired)	\$49,167	\$60,417	\$28,576	\$138,160
Mr. Hoover	\$109,000	\$145,000	\$30,000	\$284,000
Ms. Horn	\$112,000	\$145,000	\$4,700	\$261,700
Dr. Kaelin	\$113,000	\$145,000	\$17,100	\$275,100
Ms. Marram	\$142,000	\$145,000	\$30,000	\$317,000
Mr. Oberhelman	\$103,000	\$145,000	\$30,000	\$278,000
Dr. Prendergast	\$103,000	\$145,000	\$0	\$248,000
Dr. Runge	\$113,500	\$145,000	\$0	\$258,500
Ms. Seifert	\$103,000	\$145,000	\$13,881	\$261,881
Mr. Tai	\$113,500	\$145,000	\$30,000	\$288,500

¹ Each nonemployee director received an award of stock valued at \$145,000 (approximately 2,155 shares), except Sir Winfried Bischoff and Dr. Gilman, who retired from the board in May and received a pro-rated award for a partial year of service. This stock award and all prior stock awards are fully vested; however, the shares are not issued until the director ends his or her service on the Board, as described above under “Lilly Directors’ Deferral Plan.” The column shows the grant date fair value for each director’s stock award. Aggregate outstanding stock awards are shown in the “Common Stock Ownership by Directors and Executive Officers” table in the “Stock Units Not Distributable Within 60 Days” column.

² This column consists of amounts donated by the Eli Lilly and Company Foundation, Inc. (“Foundation”) under its matching gift program, which is generally available to U.S. employees as well as the outside directors. Under this program, the Foundation matched 100 percent of charitable donations over \$25 made to eligible charities, up to a maximum of \$30,000 per year for each individual. The Foundation matched these donations via payments made directly to the recipient charity.

³ Directors do not participate in a company pension plan or non-equity incentive plan.

⁴ For Sir Winfried Bischoff, this column includes \$16,712 for expenses for his spouse to travel to and participate in board functions that included spouse participation.

2015 Director Compensation

For 2015, the following changes have been made to director compensation, representing the first increase in director pay since 2011:

- Annual retainer increased to \$110,000
- Annual committee retainer of \$3,000 adopted for Compensation, Directors and Corporate Governance, Finance, and Public Policy and Compliance Committee members (including the chairs)
- Annual committee retainers for Audit and Science and Technology Committee members (including the chairs) increased to \$6,000 (a \$3,000 increase).

Director Independence

The Board annually determines the independence of directors based on a review by the Directors and Corporate Governance Committee. No director is considered independent unless the Board has determined that he or she has no material relationship with the company, either directly or as a partner, significant shareholder, or officer of an organization that has a material relationship with the company. Material

relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships, among others. To evaluate the materiality of any such relationship, the Board has adopted categorical independence standards consistent with the New York Stock Exchange (NYSE) listing standards, except that the “look-back period” for determining whether a director’s prior relationship(s) with the company impairs independence is extended from three to four years.

The company's process for determining director independence is set forth in our Standards for Director Independence which can be found on our website at <http://www.lilly.com/about/corporate-governance/Pages/guidelines.aspx> along with our Corporate Governance Guidelines.

On the recommendation of the Directors and Corporate Governance Committee, the Board determined that all 13 nonemployee directors are independent, and that the members of each committee also meet our independence standards. The Board determined that none of the 13 nonemployee directors has had during the last four years (i) any of the relationships referenced above or (ii) any other material relationship with the company that would compromise his or her independence. The table that follows includes a description of categories or types of transactions, relationships, or arrangements the Board considered in reaching its determinations.

Director	Organization	Type of Organization	Relationship to Organization	Primary Type of Transaction / Relationship / Arrangement	2014 Aggregate Magnitude of Organization's Revenue
K. Baicker	Harvard University	Educational Institution	Employee	Research grants	Less than 0.1 percent
J. E. Fyrwald	Univar, Inc.	For-profit Corporation	Executive Officer	Purchases of products	Less than 0.1 percent
W. G. Kaelin, Jr.	Harvard University	Educational Institution	Employee	Research grants	Less than 0.1 percent
	Brigham and Women's Hospital	Health Care Institution	Employee	Research grants	Less than 1 percent
	Dana-Farber Cancer Institute	Health Care Institution	Employee	Research grants	Less than 1 percent
F. G. Prendergast	Mayo Clinic and Mayo Medical School	Health Care and Educational Institution	Employee	Research grants	Less than 0.1 percent
	Mayo Foundation	Charitable Organization	Employee of affiliated Mayo Clinic and Mayo Medical School	Contributions	Less than 0.1 percent
M. S. Runge	University of North Carolina Medical School	Educational Institution	Executive Officer	Research grants	Less than 0.1 percent

All of the transactions described above were entered into at arm’s length in the normal course of business and, to the extent they are commercial relationships, have standard commercial terms. Aggregate payments to each of the relevant organizations, in each of the last four fiscal years, did not exceed the greater of \$1 million or 2 percent of that organization’s consolidated gross revenues in a single fiscal year for the relevant four-year period. No director had any direct business relationships with the company or received any direct personal benefit from any of these transactions, relationships, or arrangements.

Committees of the Board of Directors

The duties and membership of the six Board-appointed committees are described below. All committee members are independent as defined in the NYSE listing requirements, and the members of the Audit and Compensation Committees each meet the additional independence requirements applicable to them as members of those committees.

Committee membership and selection of committee chairs are recommended to the Board by the Directors and Corporate Governance Committee after consulting the chairman of the Board and after considering the backgrounds, skills, and desires of the Board members. The Board has no set policy for rotation of committee members or chairs but annually reviews committee memberships and chair positions, seeking the best blend of continuity and fresh perspectives.

The chair of each committee determines the frequency and agenda of committee meetings. The Audit, Compensation, and Public Policy and Compliance Committees meet alone in executive session on a regular basis; all other committees meet in executive session as needed.

All six committee charters are available online at <http://investor.lilly.com/governance.cfm>, or upon request to the company's corporate secretary.

Audit Committee

Assists the Board of Directors in fulfilling its oversight responsibilities by monitoring:

- The integrity of financial information which will be provided to the shareholders and others;
- The systems of internal controls and disclosure controls which management has established;
- The performance of internal and independent audit functions; and
- The company's compliance with legal and regulatory requirements.

The committee has sole authority to appoint or replace the independent auditor, subject to shareholder ratification.

The Board of Directors has determined that Mr. Eskew, Mr. Oberhelman, and Mr. Tai are Audit Committee financial experts, as defined in the SEC rules.

Compensation Committee

- Oversees the company's global compensation philosophy and policies;
- Establishes the compensation of our chief executive officer and other executive officers;
- Acts as the oversight committee with respect to the company's deferred compensation plans, management stock plans, and other management incentive compensation programs; and
- Reviews succession plans for the CEO and other senior leadership positions.

None of the Compensation Committee members:

- Has ever been an officer or employee of the company
- Is or has been a participant in a related-person transaction with the company (see "Review and Approval of Transactions with Related Persons" for a description of our policy on related-person transactions).

None of our Board members or Compensation Committee members is an executive officer of another entity at which one of our executive officers serves on the Board of Directors or Compensation Committee of the Board.

Directors and Corporate Governance Committee

- Recommends to the Board candidates for membership on the Board and Board committees and for lead director; and
- Oversees matters of corporate governance, including Board performance, director independence and compensation, and the corporate governance guidelines.

Finance Committee

Reviews and makes recommendations to the Board regarding financial matters, including:

- Capital structure and strategies;
- Dividends;
- Stock repurchases;
- Capital expenditures;
- Investments, financings and borrowings;
- Financial risk management; and
- Significant business-development opportunities.

Public Policy and Compliance Committee

- Oversees the processes by which the company conducts its business so that the company will do so in a manner that complies with laws and regulations and reflects the highest standards of integrity; and
- Reviews and makes recommendations regarding policies, practices, and procedures of the company that relate to public policy and social, political, and economic issues.

Science and Technology Committee

- Reviews and makes recommendations regarding the company's strategic research goals and objectives;
- Reviews new developments, technologies, and trends in pharmaceutical research and development;
- Reviews the progress of the company's new product pipeline;
- Reviews the scientific aspects of significant business development opportunities; and
- Oversees matters of scientific and medical integrity and risk management.

Membership and Meetings of the Board and Its Committees

In 2014, each director attended at least 80 percent of the total number of meetings of the Board and the committees on which he or she serves. In addition, all Board members are expected to attend the annual meeting of shareholders, and all the directors attended in 2014. Current committee membership and the number of meetings of the Board and each committee in 2014 are shown in the table below.

Name	Board	Audit	Compensation	Directors and Corporate Governance	Finance	Public Policy and Compliance	Science and Technology
Mr. Alvarez	Member		Member				Member
Dr. Baicker	Member	Member				Member	
Mr. Eskew	Member	Chair		Member	Member		
Mr. Fyrwald	Member					Chair	Member
Mr. Hoover	Member				Chair	Member	
Ms. Horn	Member		Chair	Member			
Dr. Kaelin	Member				Member		Chair
Dr. Lechleiter	Chair						
Ms. Marram	Lead Director		Member	Chair			
Mr. Oberhelman	Member	Member			Member		
Dr. Prendergast	Member					Member	Member
Dr. Runge	Member					Member	Member
Ms. Seifert	Member	Member	Member				
Mr. Tai	Member	Member			Member		
Number of 2014 Meetings	9	11	7	4	11	6	7

Board Oversight of Compliance and Risk Management

The Board, together with the Audit and Public Policy and Compliance Committees, oversees the processes by which the company conducts its business to ensure the company operates in a manner that complies with laws and regulations and reflects the highest standards of integrity.

The company also has an enterprise risk management program overseen by its chief ethics and compliance officer/senior vice president of enterprise risk management, who reports directly to the CEO. Enterprise risks are identified and prioritized by management, and the top priorities are assigned to a Board committee or full Board for oversight. Company management is charged with managing risk through robust internal processes and controls. The enterprise risk management program as a whole is reviewed annually at a joint meeting of the Audit and Public Policy and Compliance Committees, and enterprise risks are also addressed in periodic business unit reviews and at the annual board and senior management strategy session.

Code of Ethics

The board approves the company's code of ethics, which is set out in:

The Red Book: a comprehensive code of ethical and legal business conduct applicable to all employees worldwide and to our Board of Directors. The Red Book is reviewed and approved annually by the Board.

Code of Ethical Conduct for Lilly Financial Management: a supplemental code for our CEO and all members of financial management, in recognition of their unique responsibilities to ensure proper accounting, financial reporting, internal controls, and financial stewardship.

Both documents are available online at: <http://www.lilly.com/about/business-practices/ethics-compliance>, or upon request to the company's corporate secretary.

Highlights of the Company's Corporate Governance

The company is committed to good corporate governance, which promotes the long-term interest of shareholders and other company stakeholders, builds confidence in our company leadership, and strengthens accountability for the Board and company management. The board has adopted corporate governance guidelines that set forth basic principles of corporate governance by which the company operates. The section that follows outlines a few key elements of the guidelines and other governance matters. Investors can learn more by reviewing the full corporate governance guidelines document, which is available online at <http://investor.lilly.com/governance.cfm> or upon request to the company's corporate secretary.

Role of the Board

The directors are elected by the shareholders to oversee the actions and results of the company's management. The Board exercises oversight over a broad range of areas, but the Board's key responsibilities include:

- Providing general oversight of the business;
- Approving corporate strategy;
- Approving major management initiatives;
- Selecting, compensating, evaluating, and, when necessary, replacing the chief executive officer, and compensating other senior executives;
- Ensuring that an effective succession plan is in place for all senior executives;
- Overseeing the company's ethics and compliance program and management of significant business risks; and
- Nominating, compensating, and evaluating directors.

Board Composition and Requirements

Mix of Independent Directors and Officer-Directors

There should always be a substantial majority (75 percent or more) of independent directors. The CEO should be a Board member.

Voting for Directors

In an uncontested election, directors are elected by a majority of votes cast. An incumbent nominee who fails to receive a majority of the votes cast will tender his or her resignation. The Board, on recommendation of the Directors and Corporate Governance Committee, will decide whether to accept the resignation. The company will promptly disclose the Board's decision, including, if applicable, the reasons why the Board rejected the resignation.

Director Tenure and Retirement Policy

The company has in place policies for director tenure and retirement, which include the limitation that non-employee directors must retire no later than the date of the annual meeting that follows their seventy-second birthday. The Directors and Corporate Governance Committee, with input from all Board members, also considers the contributions of the individual directors at least every three years when considering whether to nominate the director to a new three-year term.

Other Board Service

No director may serve on more than three other public company boards. The Directors and Corporate Governance Committee may approve exceptions if it determines that the additional service will not impair the director's effectiveness on the Lilly Board.

Board Confidentiality Policy

The Board has adopted a Confidentiality Policy, applicable to all current and future members of the Board.

The Policy prohibits a director from sharing confidential information obtained in his or her role as director with any outside party except under limited circumstances where the director is seeking legal advice or is required to disclose information by order of law. The Confidentiality Policy can be viewed on the company's website here: <http://www.lilly.com/about/corporate-governance/Pages/corporate-governance.aspx>.

Leadership Structure; Oversight of Chairman, CEO, and Senior Management

Leadership Structure

The Board currently believes that combining the role of chairman of the board and the CEO, coupled with a strong lead director position, is the most efficient and effective leadership model for the company, fostering clear accountability, effective decision-making, and alignment on corporate strategy. The Board periodically reviews its leadership structure and developments in the area of corporate governance in order to ensure that the company's approach continues to strike the appropriate balance for the company and our stakeholders.

Board Independence

The Board has put in place a number of governance practices to ensure effective independent oversight, including:

- **Executive sessions of the independent directors:** held after every regular board meeting.
- **Annual performance evaluation of the chairman and CEO:** conducted by the independent directors, the results of which are reviewed with the chief executive officer and considered by Compensation Committee in establishing the CEO's compensation for the next year.
- **A strong, independent, clearly defined lead director:** The lead director's responsibilities include:
 - Leading the Board's processes for selecting and evaluating the CEO;
 - Presiding at all meetings of the Board at which the chairman is not present;
 - Serving as a liaison between the chairman and the independent directors;
 - If requested by major shareholders, ensures that she is available for consultation and direct communication;
 - Approving meeting agendas and schedules and generally approving information sent to the Board;
 - Conducting executive sessions of the independent directors; and
 - Overseeing the independent directors' annual performance evaluation of the chairman and CEO.

The lead director also has authority to call meetings of the independent directors and to retain advisers for the independent directors.

The lead director is appointed annually by the Board. Currently Ms. Marram is the lead director.

- **Director access to management and independent advisors:** Independent directors have direct access to members of management whenever they deem it necessary; and the company's executive officers attend part of each regularly scheduled Board meeting. The independent directors and all committees are also free to retain their own independent advisors, at company expense, whenever they feel it would be desirable to do so.

CEO Succession Planning

The Compensation Committee, Board and CEO annually review the company's succession plans for the CEO and other key senior leadership positions. During these reviews, the CEO and independent directors discuss future candidates for the CEO and other senior leadership positions, succession timing, and development plans for the highest-potential candidates. The company ensures that the directors have multiple opportunities to interact with the company's top leadership talent in both formal and informal settings in order to allow them to most effectively assess the candidates' qualifications and capabilities.

The independent directors and the CEO maintain a confidential plan for the timely and efficient transfer of the CEO's responsibilities in the event of an emergency or his sudden departure, incapacitation, or death.

Board Education and Annual Performance Assessment

The company engages in a comprehensive orientation process for incoming new directors. Directors also receive ongoing continuing educational sessions on areas of particular relevance or importance to our company and we hold periodic mandatory training sessions for the Audit Committee.

Additionally, the Directors and Corporate Governance Committee conducts an annual assessment of the Board's performance, Board committee performance, and all Board processes based on input from all directors.

Conflicts of Interest and Transactions with Related Persons

Conflicts of Interest

Directors must disclose to the company all relationships that create a conflict or an appearance of a conflict. The Board, after consultation with counsel, takes appropriate steps to identify actual or apparent conflicts and ensure that all directors voting on an issue are disinterested. A director may be excused from discussions on the issue, as appropriate.

Review and Approval of Transactions with Related Persons

The board has adopted a policy and procedures for review, approval, and monitoring of transactions involving the company and related persons (directors and executive officers, their immediate family members, or shareholders of 5 percent or greater of the company's outstanding stock). The policy covers any related-person transaction that meets the minimum threshold for disclosure in the proxy statement under the relevant SEC rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest).

Policy: Related-person transactions must be approved by the Board or by a committee of the Board consisting solely of independent directors, who will approve the transaction only if they determine that it is in the best interests of the company. In considering the transaction, the Board or committee will consider all relevant factors, including:

- The company's business rationale for entering into the transaction;
- The alternatives to entering into a related-person transaction;
- Whether the transaction is on terms comparable to those available to third parties, or in the case of employment relationships, to employees generally;
- The potential for the transaction to lead to an actual or apparent conflict of interest and any safeguards imposed to prevent such actual or apparent conflicts; and
- The overall fairness of the transaction to the company.

The Board or relevant committee will periodically monitor the transaction to ensure there are no changed circumstances that would render it advisable to amend or terminate the transaction.

Procedures:

- Management or the affected director or executive officer will bring the matter to the attention of the chairman, the lead director, the chair of the Directors and Corporate Governance Committee, or the secretary.
- The chairman and the lead director shall jointly determine (or, if either is involved in the transaction, the other shall determine) whether the matter should be considered by the Board or by one of its existing committees.
- If a director is involved in the transaction, he or she will be recused from all discussions and decisions about the transaction.

- The transaction must be approved in advance whenever practicable, and if not practicable, must be ratified as promptly as practicable.
- The Board or relevant committee will review the transaction annually to determine whether it continues to be in the company's best interests.

The Directors and Corporate Governance Committee has approved the following employment relationships which are considered related-party transactions under the SEC rules.

We have three current employees who are relatives of executive officers. Dr. John Bamforth, vice president, chief marketing officer, Lilly Bio-Medicines, is the spouse of Dr. Susan Mahony, an executive officer. Myles O'Neill, senior vice president, global drug products, is the spouse of Dr. Fionnuala Walsh, an executive officer. Finally, Andrew Lechleiter, associate brand manager, global marketing, is the son of Dr. Lechleiter. For 2014, these three employees received compensation, including cash compensation, and in the case of Dr. Bamforth and Mr. O'Neill, equity grants, of between \$120,000 and \$1.1 million.

All three individuals participate in the company's benefit programs generally available to U.S. employees. Their compensation is consistent with the compensation paid to other employees at their levels and with the Company's overall compensation principles based on their years of experience, performance, and positions within the company.

Communication with the Board of Directors

You may send written communications to one or more members of the Board, addressed to:

Board of Directors
Eli Lilly and Company
c/o Corporate Secretary
Lilly Corporate Center
Indianapolis, IN 46285

Shareholder Engagement on Governance Issues

Each year, the company engages large shareholders and other key constituents to discuss key areas of interest or concern related to corporate governance, as well as any specific issues for the coming proxy season. In 2014, we spoke with a number of our largest investors. Issues discussed included shareholders' perspectives regarding a potential management proposal to eliminate the company's classified board and supermajority voting requirements and the company's overall approach towards executive compensation, among other topics. The overall tone from these conversations was positive and the investors with whom we spoke were generally supportive of our overall compensation and governance policies. We have shared the feedback we received from these conversations with our Compensation Committee and with our Directors and Corporate Governance Committee, and we are committed to continuing to engage with our investors to ensure their diverse perspectives are thoughtfully considered.

Prior Management Proposals to Eliminate Classified Board and Supermajority Voting Requirements

Between 2007 and 2012, each year we submitted management proposals to eliminate the company's classified board structure. The proposals did not pass because they failed to receive a "supermajority vote" of 80 percent of the outstanding shares, as required in the company's articles of incorporation. In addition, in 2010, 2011, 2012, we submitted management proposals to eliminate the supermajority voting requirements themselves. Those proposals also fell short of the required 80 percent vote.

Prior to 2012, these proposals received support ranging from 72 to 77 percent of the outstanding shares. In 2012, the vote was even lower, approximately 63 percent of the outstanding shares, driven in part by a 2012 NYSE rule revision prohibiting brokers from voting their clients' shares on corporate governance matters absent specific instructions from such clients. Based on our discussions with large shareholders as described above, we have decided not to resubmit those proposals in 2015 based on our assessment that the proposals

would not be successful. We will continue to monitor this situation and engage with our shareholders on these and other topics to ensure that we continue to demonstrate strong corporate governance and accountability to shareholders.

Shareholder proposals

If a shareholder wishes to have a proposal considered for inclusion in next year's proxy statement, he or she must submit the proposal in writing so that we receive it by November 24, 2015. Proposals should be addressed to the company's corporate secretary, Lilly Corporate Center, Indianapolis, Indiana 46285. In addition, the company's bylaws provide that any shareholder wishing to propose any other business at the annual meeting must give the company written notice by November 24, 2015 and no earlier than September 25, 2015. That notice must provide certain other information as described in the bylaws. Copies of the bylaws are available online at <http://investor.lilly.com/governance.cfm> or upon request to the company's corporate secretary.

Shareholder Recommendations and Nominations for Director Candidates

A shareholder who wishes to recommend a director candidate for evaluation should forward the candidate's name and information about the candidate's qualifications to:

Chair of the Corporate Governance Committee
c/o Corporate Secretary
Lilly Corporate Center
Indianapolis, IN 46285

The candidate must meet the selection criteria described above and must be willing and expressly interested in serving on the Board.

Under Section 1.9 of the company's bylaws, a shareholder who wishes to directly nominate a director candidate at the 2016 annual meeting (i.e., to propose a candidate for election who is not otherwise nominated by the Board through the recommendation process described above) must give the company written notice by November 23, 2015 and no earlier than September 24, 2015. The notice should be addressed to the corporate secretary at the address provided above. The notice must contain prescribed information about the candidate and about the shareholder proposing the candidate as described in more detail in Section 1.9 of the bylaws. A copy of the bylaws is available online at <http://investor.lilly.com/governance.cfm>. The bylaws will also be provided by mail upon request to the corporate secretary.

We have not received any shareholder nominations for board candidates for the 2015 meeting.

Ownership of Company Stock

Common Stock Ownership by Directors and Executive Officers

The following table sets forth the number of shares of company common stock beneficially owned by the directors, the named executive officers, and all directors and executive officers as a group, as of February 20, 2015. None of the stock, stock options, or stock units owned by any of the listed individuals has been pledged as collateral for a loan or other obligation.

Beneficial Owners	Common Stock ¹		Stock Units Not Distributable Within 60 Days ⁴
	Shares Owned ²	Options Exercisable/Stock Units Distributable Within 60 Days ³	
Ralph Alvarez	—	—	26,712
Katherine Baicker, Ph.D.	—	—	8,387
Enrique A. Conterno	116,492	6,928	30,360
Michael L. Eskew	—	—	28,779
J. Erik Fyrwald	100	—	48,204
Michael J. Harrington	38,922	6,024	9,066
R. David Hoover	1,000	—	28,290
Karen N. Horn, Ph.D.	—	—	70,058
William G. Kaelin, Jr., M.D.	—	—	7,012
John C. Lechleiter, Ph.D.	880,680 ⁵	140,964	46,623
Jan M. Lundberg, Ph.D.	78,434	—	15,541
Ellen R. Marram	1,000	—	42,007
Douglas R. Oberhelman	—	—	22,819
Franklyn G. Prendergast, M.D., Ph.D.	—	—	60,216
Derica W. Rice	342,152	57,108	19,685
Marschall S. Runge, M.D., Ph.D.	—	—	3,132
Kathi P. Seifert	3,533	—	54,748
Jackson P. Tai	32,088	—	2,643
All directors and executive officers as a group (27 people):	2,111,219	243,102	677,670

¹ The sum of the "Shares Owned" and "Options Exercisable/Stock Units Distributable Within 60 Days" columns represents the shares considered "beneficially owned" for purposes of disclosure in the proxy statement. Unless otherwise indicated in a footnote, each person listed in the table possesses sole voting and sole investment power with respect to their shares. No person listed in the table owns more than 0.1 percent of the outstanding common stock of the company. All directors and executive officers as a group own approximately 0.2 percent of the outstanding common stock of the company.

² This column includes the number of shares of common stock held individually as well as the number of 401(k) plan shares held by the beneficial owners indirectly through the 401(k) plan.

³ This column includes stock options exercisable within 60 days and RSUs that vest within 60 days.

⁴ For the executive officers, this column reflects RSUs that will not vest within 60 days. For the independent directors, this column includes the number of stock units credited to the directors' accounts in the Lilly Directors' Deferral Plan.

⁵ The shares shown for Dr. Lechleiter include 51,588 shares that are owned by a family foundation for which he is a director. Dr. Lechleiter has shared voting power and shared investment power with respect to the shares held by the foundation. Also included are 2,672 shares held in family trusts. Pursuant to the terms of the trusts, Dr. Lechleiter has shared investment power and no voting power over the shares held in the trusts.

Principal Holders of Stock

To the best of the company's knowledge, the only beneficial owners of more than 5 percent of the outstanding shares of the company's common stock, as of December 31, 2014, are the shareholders listed below:

Name and Address	Number of Shares Beneficially Owned	Percent of Class
Lilly Endowment, Inc. (the Endowment) 2801 North Meridian Street Indianapolis, Indiana 46208	131,405,804	11.8%
BlackRock, Inc. 55 East 52nd Street New York, New York 10022	59,635,631	5.4%
Wellington Management Group, LLP 280 Congress Street Boston, MA 02210	58,251,797	5.2%
PRIMECAP Management Company 225 South Lake Ave., #400 Pasadena, CA 91101	57,592,701	5.1%

The Endowment has sole voting and sole dispositive power with respect to all of its shares. The Board of Directors of the Endowment is composed of Thomas M. Lofton, chairman; N. Clay Robbins, president and chief executive officer; Mary K. Lisher; William G. Enright; Daniel P. Carmichael; Charles E. Golden; Eli Lilly II; David N. Shane; and Craig R. Dykstra.

BlackRock, Inc. provides investment management services for various clients. It has sole voting power with respect to 50,064,212 shares and sole dispositive power with respect to all of its shares.

Wellington Management Group, LLP provides investment management services for various clients. It has shared voting power with respect to 11,878,232 of its shares and shared dispositive power with respect to all of its shares.

PRIMECAP Management Company acts as investment advisor to various clients. It has sole voting power with respect to 9,139,372 shares and sole dispositive power with respect to all of its shares.

Compensation

Item 2. Advisory Vote on Compensation Paid to Named Executive Officers

Section 14A of the Securities Exchange Act of 1934 provides the company's shareholders with the opportunity to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement. As described in the Compensation Discussion and Analysis (CD&A) section below, our compensation philosophy is designed to attract and retain highly-talented individuals and motivate them to create long-term shareholder value by achieving top-tier corporate performance while embracing the company's values of integrity, excellence, and respect for people.

The Compensation Committee and the Board of Directors believe that our executive compensation aligns well with our philosophy and with corporate performance. Executive compensation is an important matter for our shareholders. We routinely review our compensation practices and engage in ongoing dialog with our shareholders in order to ensure our practices are aligned with stakeholder interests and reflect best practices.

We request shareholder approval, on an advisory basis, of the compensation of the company's named executive officers as disclosed in this proxy statement in the CD&A, the compensation tables, and related narratives. As an advisory vote, this proposal is not binding on the company. However, the Compensation Committee values input from shareholders and will consider the outcome of the vote when making future executive compensation decisions.

Board Proposal on Item 2

The Board recommends that you vote FOR the approval, on an advisory basis, of the compensation paid to the named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the CD&A, the compensation tables, and related narratives provided below in this proxy statement.

Compensation Discussion and Analysis

This CD&A provides a detailed description of our executive compensation philosophy, the Compensation Committee's process for setting executive compensation, the elements of our compensation program, the factors the committee considered when setting executive compensation in 2014, and how the company's results impacted incentive payouts for 2014.

Say on Pay Results for 2014

At last year's annual meeting, in excess of 98 percent of the shares cast voted in favor of the company's Say on Pay proposal on executive compensation. Management and the Compensation Committee view this vote as supportive of the company's overall approach toward executive compensation.

Our Philosophy on Compensation

At Lilly, our mission is to make medicines that help people live longer, healthier, more active lives. In order to accomplish our mission, we must attract, engage, and retain highly-talented individuals who are committed to the company's core values of integrity, excellence, and respect for people. Our compensation programs are designed to help us achieve these goals while balancing the long-term interests of our customers and shareholders.

Objectives

Our compensation and benefits program is based on the following objectives:

- **Reflect both individual and company performance.** We reinforce a high-performance culture by linking pay with individual performance and company performance. As employees assume greater responsibilities, the proportion of total compensation based on company performance and shareholder returns increases. We perform an annual review to ensure the programs provide incentive to deliver long-term, sustainable business results while discouraging excessive risk-taking, or other adverse behaviors.
- **Attract and retain talented employees.** Compensation opportunities should be competitive with our peer group and reflect the level of job impact and responsibilities. Retention of talent is an important factor in the design of our compensation and benefit programs.
- **Implement broad-based programs.** While the amount of compensation paid to employees varies, the overall structure of our compensation and benefit programs is broadly similar across the organization to encourage and reward all employees who contribute to our success.
- **Consider shareholder input.** Management and the Compensation Committee consider the results of our annual Say on Pay vote and other sources of shareholder feedback when designing compensation and benefit programs.

Compensation Committee's Processes and Analyses

Process for setting compensation

The Compensation Committee considers the following in determining executive compensation:

- **Assessment of the executive's individual performance and contribution.**
 - **CEO:** The independent directors, under the direction of the lead director, meet with the CEO at the beginning of each year to agree upon the CEO's performance objectives for the year. At the end of each year, the independent directors meet to assess the CEO's achievement of those objectives along with other factors, including contribution to the company's performance and ethics and integrity. The year-end evaluation is used in setting the CEO's compensation for the next year.
 - **Other Executive Officers ("EOs"):** The committee receives individual performance assessments and compensation recommendations from the CEO and also exercises its judgment based on the Board's knowledge and interactions with the EOs. As with the CEO, each EO's performance assessment is based on his or her achievement of objectives established between the EO and the CEO at the start of the year as well as other factors.
- **Assessment of company performance.** The Compensation Committee considers company performance in two ways:
 - As a factor in establishing potential compensation for the coming year, the committee considers overall company performance during the prior year across a variety of metrics.
 - To determine payouts under the cash and equity incentive programs, the committee establishes specific company performance goals related to revenue, earnings per share (EPS), progress of our pipeline portfolio, and stock price growth.
- **Peer-group analysis.** The committee uses peer-group data as a market check for compensation decisions, but does not use this data as the sole basis for its compensation targets. The company does not target a specific position within the range of market data.
- **The Compensation Committee seeks input from an independent compensation consultant concerning CEO pay.** The role of the independent compensation consultant is described in more detail under "Compensation Committee Matters" that follows the CD&A.

Competitive pay assessment

Our peer group is comprised of companies that directly compete with us, operate in a similar business model, and employ people with the unique skills required to operate an established biopharmaceutical company. In selecting the peer group, the committee considers companies' market caps and revenue as measures of size, and selects a peer group whose median market cap and revenues are similar to Lilly. The committee reviews the peer group at least every three years. The group includes: Abbott, Abbvie, Allergan, Amgen, AstraZeneca, Baxter, Biogen, Bristol-Myers Squibb, Celgene, Gilead, GlaxoSmithKline, Hoffman-La Roche, Johnson & Johnson, Medtronic, Merck, Novartis, Pfizer, and Sanofi-Aventis. With the exception of Johnson & Johnson, Novartis, and Pfizer, peer companies were no greater than three times our size with regard to both measures. The committee included these three companies despite their size because they compete directly with Lilly, have similar business models, and seek to hire from the same pool of management and scientific talent. In the aggregate, the company's total compensation to Named Executive Officers (NEOs) in 2014 was in the middle range of the peer group.

Components of Our Compensation

Our executive compensation has three components: (1) base salary; (2) an annual bonus, which is calculated based on company performance on revenue, EPS, and the progress of the pipeline relative to internal targets; and (3) two different forms of equity incentives: (i) "Performance Awards" (PAs) - performance-based equity awards determined by the company's two-year growth in earnings per share (EPS) relative to the expected peer group growth followed by a service-vesting period; and (ii) "Shareholder Value Awards" (SVAs) - performance-based equity awards that pay out based on company stock price growth over a three-year period. Executives also receive the company benefits package, described below under "Employee Benefits".

Adjustments to reported financial results

The Compensation Committee has authority to adjust the reported revenue and EPS on which incentive compensation payouts are determined in order to eliminate the distorting effect of unusual income or expense items that may occur during a given year that impact year-over-year growth percentages or to improve comparability to peer companies. Further details on the adjustments for 2014 and the rationale for making these adjustments are set forth in Appendix A, "Summary of Adjustments Related to the Annual Bonus and Performance Award." For ease of reference, throughout the CD&A and the other compensation disclosures we refer simply to "revenue" and "EPS" but we encourage you to review the information in Appendix A to understand the revenue and EPS adjustments that were approved.

1. Base Salary

Base salaries are reviewed and established annually, and may be adjusted upon promotion, following a change in job responsibilities, or to maintain market competitiveness. Salaries are based on each person's level of contribution, responsibility, and expertise, along with peer group data.

Base salary increases, if granted during a given year, are established based upon a corporate budget for salary increases, which is set considering company performance over the prior year, expected company performance for the following fiscal year, and general external trends. In setting salaries, the Compensation Committee seeks to retain, motivate, and reward successful performers while maintaining affordability within the company's business plan.

2. Annual Bonus

The Eli Lilly and Company Bonus Plan ("Bonus Plan") is designed to align employees' individual goals with the company's financial plans and pipeline objectives for the year. The bonus is based on company performance in three areas over the course of the year, relative to internal targets: (1) revenue performance; (2) EPS performance; and (3) progress on advancing our product pipeline.

Individual bonus targets are set at the beginning of each year, and actual bonuses can range from 0 to 200% of each individual's bonus target. Company performance goals also are set at the beginning of each year. In establishing the goals, the Compensation Committee references the annual operating plan. Each year, the Compensation Committee reviews the relative weighting for each of the factors. The 2014 weightings remained unchanged from the prior year:

Goal	Weighting
Revenue performance	25%
EPS performance	50%
Pipeline progress	25%

Based on this weighting, the company bonus multiple is annually calculated as follows:

$$(0.25 \times \text{revenue multiple}) + (0.50 \times \text{EPS multiple}) + (0.25 \times \text{pipeline multiple}) \\ = \text{company bonus multiple}$$

For 2014, in order to manage operating expenses to allow the company to fully invest in launching the company's late stage pipeline assets, the company bonus multiple was reduced by 0.25. As a result, individual payouts for 2014 were calculated according to the following formula:

$$\text{company bonus multiple} - 0.25 = \text{adjusted bonus multiple}$$

$$\text{adjusted bonus multiple} \times \text{individual bonus target} \times \text{base salary earnings} = \text{payout}$$

EOs are subject to the Executive Officer Incentive Plan ("EOIP"), which sets further limits on the allowable bonus amounts. Under the EOIP, the maximum annual bonus allowable is calculated based on non-GAAP net income (as defined under "Adjustments to Reported Results" in Appendix A to this proxy statement) for the year. For the CEO, the maximum bonus award is 0.3 percent of non-GAAP net income. For other EOs, the maximum amount is 0.15 percent of non-GAAP net income. EOs will not receive any annual cash incentive payments unless the company has a positive non-GAAP net income for the year.

Once the maximum payout for an EO is determined, the Compensation Committee has the discretion to reduce (but not increase) the amount of the bonus to be paid. In exercising this discretion, the committee intends to generally award EOs the lesser of (i) the bonuses they would have received under the Bonus Plan or (ii) the EOIP maximum amounts.

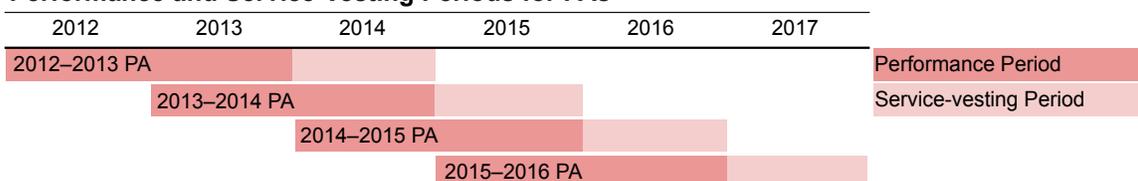
3. Equity Incentives

The company has two equity incentive programs - Performance Awards (PAs) and Shareholder Value Awards (SVAs). The PAs are designed to focus company leaders on multi-year operational performance relative to peer companies and the SVAs align compensation with long-term growth in shareholder value. The Compensation Committee has the discretion to adjust downward (but not upward) any executive officer's equity award payout from the amount yielded by the applicable formula.

Performance Awards

PAs are structured as a single award vesting over three years. Potential shares are earned based on achieving EPS growth targets over a two-year period followed by an additional 13-month service-vesting period. The growth rate targets are set relative to the median expected EPS growth for the peer group for the period. These awards do not accumulate dividends during the two-year performance period, but do accumulate dividends during the service-vesting period.

Performance and Service-Vesting Periods for PAs



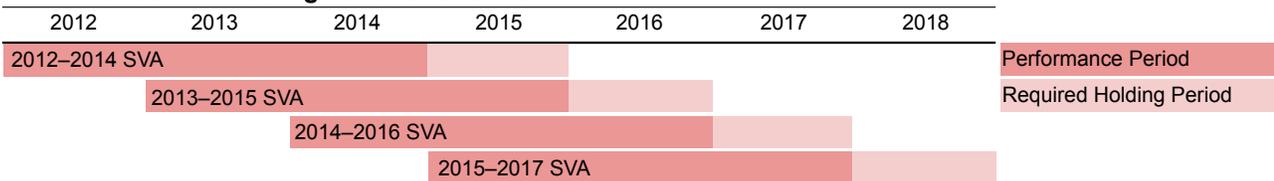
The Compensation Committee believes EPS growth is an effective measure of performance because it is closely linked to shareholder value, is broadly communicated to the public, is easily understood by employees, and allows for objective comparisons to peer-group performance. Consistent with our compensation objectives, company performance exceeding the expected peer-group median will result in above-target payouts, while company performance lagging the expected peer-group median will result in below-target payouts. Possible payouts range from 0 to 150 percent of the target depending on the EPS growth over the performance period.

The measure of EPS used in the PA program differs from the measure used in our annual bonus program in two ways. First, the bonus program measures EPS over a one-year period, while the PA program measures EPS over a two-year period. Second, the target EPS goal in the bonus program is set with reference to internal goals that align to our annual operating plan for the year, while the target EPS goal in the PA program is set relative to expected growth rates among our peer group.

Shareholder Value Awards

SVAs are structured as a schedule of shares of company stock that may be earned based on Lilly's share price performance over a three-year period. As reflected in the chart below, SVAs have a three-year performance period and any shares paid out are subject to a one-year holding requirement. No dividends are accrued during the performance period. SVAs pay out above target if Lilly stock outperforms an expected compounded annual rate of return and below target if company stock underperforms that rate of return. The expected rate of return includes dividends and is based on the total three-year shareholder return (TSR) that a reasonable investor would consider appropriate for investing in a basket of large-cap U.S. companies. The share price payout schedule is based on this expected rate of return less the company's dividend yield, applied to the starting share price. Executive officers receive no payout if TSR for the three-year period is zero or negative.

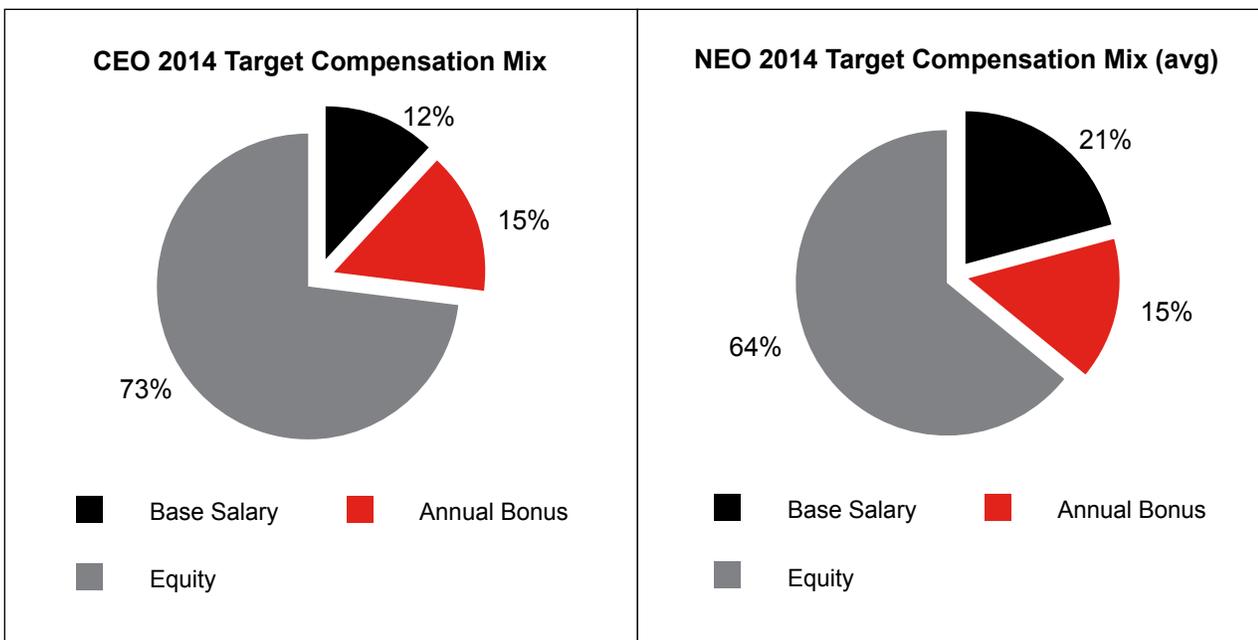
Performance and Holding Periods for SVAs



Possible payouts range from 0 to 140 percent of the target amount, depending on stock performance over the period.

Pay for Performance

The mix of compensation for the CEO and other NEOs reflects the company's desire to link executive compensation with company performance. As reflected in the charts below, a substantial portion of the target pay for all NEOs is performance-based. Both the annual bonus and equity payouts are contingent upon company performance, with the bonus factoring in performance over a one-year period, and equity compensation factoring in performance over a longer term (as described above under "Components of Our Compensation - Equity Incentives").



2014 Target Total Compensation

Performance Review Process

In setting potential EO compensation for 2014, the Compensation Committee reviewed both individual and company performance during 2013.

2013 Individual EO Performance

A summary of the committee's review of the individual EOs is provided below:

Dr. John Lechleiter: In accordance with the company's Corporate Governance Guidelines, the independent directors conducted a review of Dr. Lechleiter's performance during 2013, which was provided to the Compensation Committee during a private session. Despite numerous challenges including the continued impact of patent expirations and other external downsides, under Dr. Lechleiter's leadership the company met corporate goals for revenue and exceeded corporate goals for growth in cash flow, EPS and progressing the company's pipeline, all while controlling operating expenses.

Dr. Lechleiter continued to set a strong cultural tone throughout the organization, consistently demonstrating honesty, integrity, and transparency in his internal and external interactions. Dr. Lechleiter also successfully oversaw the transition of a key executive leadership role during 2013, as well as a number of changes to the composition of the Board of Directors. In addition, Dr. Lechleiter has continued his effective public advocacy on behalf of the broader biopharmaceutical industry, via his key leadership roles in PhRMA and IFPMA, among other organizations.

Derica Rice: Mr. Rice demonstrated skillful leadership in serving as interim CEO during Dr. Lechleiter's medical leave in 2013, while maintaining strong performance of the global services organization. Mr. Rice has also driven a culture of strong financial discipline within the organization and maintains an excellent external reputation.

Dr. Jan Lundberg: Dr. Lundberg continued to oversee strong overall progress in the company pipeline and, through his leadership, has helped strengthen discovery and early clinical research capabilities. Dr. Lundberg has continued to reinvigorate the scientific culture within Lilly Research Labs (LRL) and has contributed significantly to gains in LRL employee engagement and recruitment.

Michael Harrington: Mr. Harrington led significant efforts during 2013 to develop and implement the "Protect Lilly" program, the company's comprehensive data protection program. Mr. Harrington also served as a trusted advisor to the executive team and has contributed to a strong ethics and compliance tone within the company.

Enrique Conterno: Mr. Conterno's leadership was critical to achieving strong operating results within the diabetes business unit during 2013, along with strong and continually improving customer engagement scores. During Mr. Conterno's tenure in his role, the company has made excellent progress with the diabetes pipeline and insulin manufacturing technical agenda.

The information in the section below reflects target total compensation for executive officers for 2014. The actual payouts made to the NEOs in the form of the 2014 annual bonus and equity awards that vested in 2014 are summarized in the next section, under "2014 Compensation Payouts".

Resulting Compensation Targets

Base Salary

As referenced in the "Proxy Statement Overview," most employees did not receive a salary increase for 2014. Therefore, the Compensation Committee decided the executives' base salaries also should remain flat for 2014. Each executive's full base salary for 2014 is reflected in the "Summary Compensation Table" in the "Executive Compensation" section of the proxy that follows.

Annual Bonus Targets

Based on a review of internal relativity, peer data, and individual performance, the committee decided to maintain the same bonus targets for the NEOs for 2014 as were in place for 2013, shown in the table below as a percentage of base salary:

Name	2014 Bonus Target
Dr. Lechleiter	140%
Mr. Rice	90%
Dr. Lundberg	90%
Mr. Harrington	75%
Mr. Conterno	75%

The Compensation Committee established the company performance targets for 2014 equal to the targets specified in the company's 2014 corporate operating plan approved by the Board of Directors in 2013.

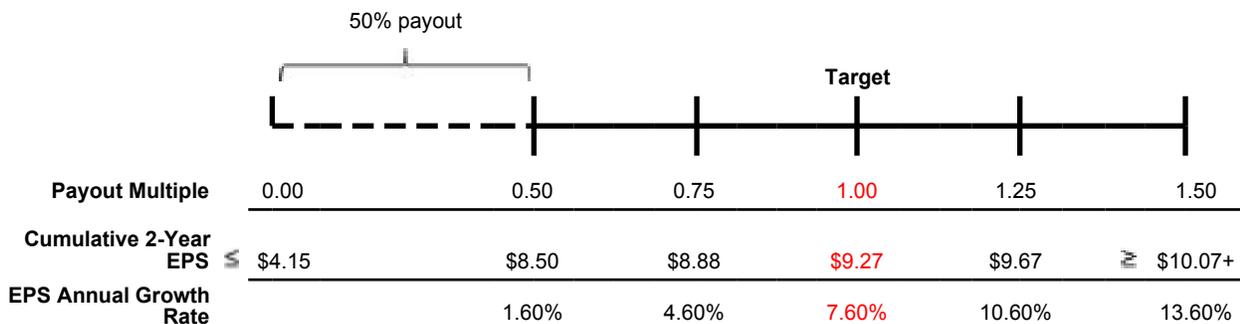
Total Equity Program - Target Grant Values

For 2014 equity grants, the committee set the total target values for NEOs based on internal relativity, individual performance, and peer-group data. Mr. Harrington was the only NEO who received an increase in equity grant value. The committee considered his strong performance, increased experience in the role and a desire to position him more competitively in the market. The committee determined that for all NEOs a 50/50 split between PAs and SVAs appropriately balances company financial performance with shareholder return. Total target values for the 2014 equity grant to the NEOs were as follows:

Name	2014 Total Equity (in thousands)
Dr. Lechleiter	\$9,000
Mr. Rice	\$3,800
Dr. Lundberg	\$3,000
Mr. Harrington	\$1,900
Mr. Conterno	\$2,000

Performance Awards – 2014-2015 PA

The committee established the compounded EPS growth target at 7.6 percent across the two-year period (8 percent and 7 percent for 2014 and 2015, respectively), based on investment analysts' published estimates for the peer group. Possible payouts for the 2014-2015 PA range from 0 to 150 percent of the target, as illustrated in the chart below:



Shareholder Value Awards – 2014-2016 SVA

The starting price was \$50.42 per share, representing the average of the closing prices of company stock for all trading days in November and December 2013. The target ending share price range was established based on the expected annual rate of return for large-cap companies (8 percent), less an assumed dividend yield of 3.89 percent. The ending price to determine payouts will be the average of the closing prices of company stock for all trading days in November and December 2016. The award is designed to deliver no

payout to EOs if the shareholder return (including projected dividends) is zero or negative. The target share price growth of 4.1 percent per year is comparable to an annual total shareholder return of 7.8 percent. Possible payouts are illustrated in the grid below.

Ending Stock Price	Less than \$44.55	\$44.55-\$48.62	\$48.63-\$52.69	\$52.70-\$56.94	\$56.95-\$61.19	\$61.20-\$65.44	Greater than \$65.44
Compounded Annual Share Price Growth Rate (excluding dividends)	Less than (4.0%)	(4.0%)-(1.2)%	(1.2%)-1.5%	1.5%-4.1%	4.1%-6.7%	6.7% -9.1%	Greater than 9.1%
Percent of Target	0%	40%	60%	80%	100%	120%	140%

2014 Compensation Payouts

The information in this section reflects the amounts paid to NEOs for the 2014 annual bonus and payouts from equity awards for which the relevant performance period ended in 2014.

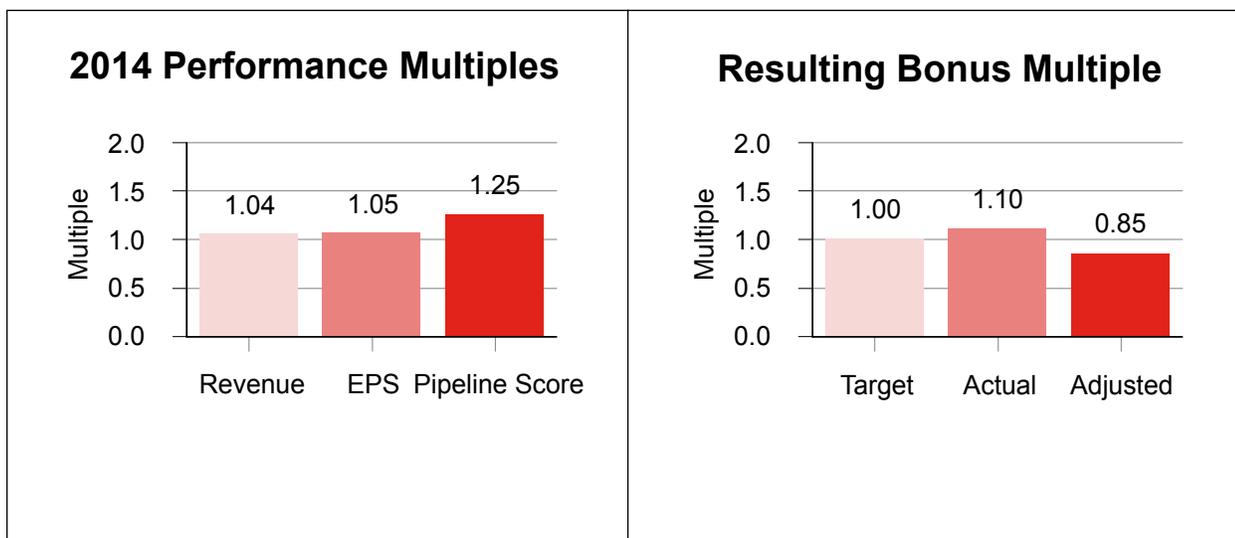
2014 Company Performance

For 2014, the company slightly exceeded its revenue target with annual revenues of \$19.5 billion after adjustments as described in Appendix A. The company exceeded its EPS target, with EPS of \$2.83 after adjustments. The company also made significant progress on its pipeline, meeting or exceeding most targets for pipeline progress, highlighted by regulatory approvals for four products - empagliflozin, dulaglutide, ramucirumab, and new insulin glargine, along with 12 other new approvals or new indications or line extensions ("NILEX") during 2014.

Bonus Award for 2014

The company's 2014 performance compared to targets for revenue, EPS, and pipeline progress, as well as the resulting bonus multiple, are illustrated below.

	2014 Corporate Target	Adjusted Results	Multiple
Revenue	\$19.4 billion	\$19.5 billion	1.04
EPS	\$2.81	\$2.83	1.05
Pipeline score	3	3.5	1.25
Resulting Bonus Multiple			1.10
Downward Adjustment to Company Bonus Multiple for 2014			(0.25)
Adjusted Bonus Multiple			.85



The Science and Technology Committee assessed the company's progress toward achieving product pipeline goals at 3.5 (on a scale of 1 to 5) as follows:

- 4 new molecular entity (NME) product approvals versus a goal of 3, and 12 other approvals versus a goal of 6
- 1 NME entering into Phase III versus a goal of 2
- 30 percent of preclinical pipeline projects and 75 percent of clinical projects met their delivery reliability goals, compared with targets of 60 and 75 percent, respectively

The Science and Technology Committee also performed a subjective assessment of the quality of the pipeline, considering many factors, and awarded a score of 5, recognizing a record-setting year for innovation. Based on the recommendation of the Science and Technology Committee, the Compensation Committee certified a pipeline score of 3.5, resulting in a pipeline multiple of 1.25.

Combined, the revenue, EPS, and pipeline progress multiples yielded a bonus multiple of 1.10. The company bonus multiple was reduced by 0.25 for 2014 in order to manage operating expenses to allow the company to fully invest in launching the company's late stage pipeline assets.

$$(0.25 \times 1.04) + (0.50 \times 1.05) + (0.25 \times 1.25) = 1.10 \text{ bonus multiple}$$

$$1.10 \text{ bonus multiple} - 0.25 = 0.85 \text{ adjusted bonus multiple}$$

The bonus amounts paid to NEOs for 2014 are reflected in the "Summary Compensation Table" below.

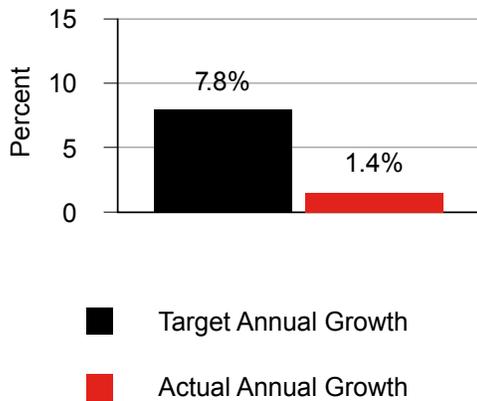
Equity Award Payouts in 2014

2013-2014 Performance Award

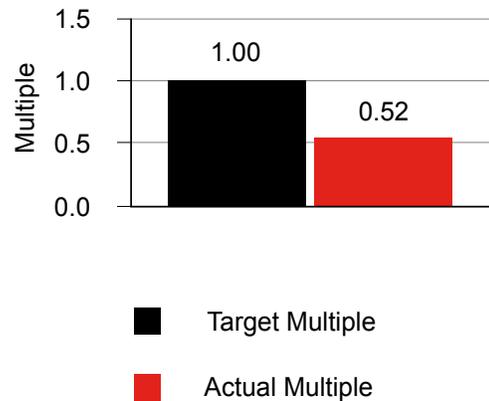
The target cumulative EPS for the 2013-2014 PA was set in January 2013 reflecting expected industry growth of 7.78 percent each year. The company's two-year EPS growth was 1.4 percent, reflecting the negative impact of multiple patent expirations.

The company's performance compared to targets (and the resulting multiple) for the 2013-2014 PA is reflected in the charts below.

2013–2014 Annual EPS Growth



2013–2014 PA Multiple



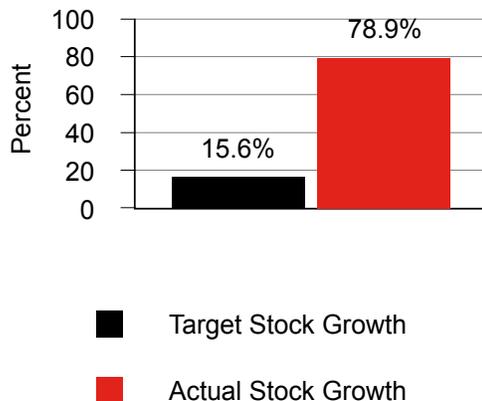
For the NEOs, the number of shares awarded in RSUs subject to an additional 13-month service-vesting period under the 2013-2014 PA is reflected in the table below (this information is also included in footnote 5 to the "Outstanding Equity Awards" table in the "Executive Compensation" section below):

Name	Target Shares	RSUs Awarded
Dr. Lechleiter	89,659	46,623
Mr. Rice	37,856	19,685
Dr. Lundberg	29,886	15,541
Mr. Harrington	17,434	9,066
Mr. Conterno	19,924	10,360

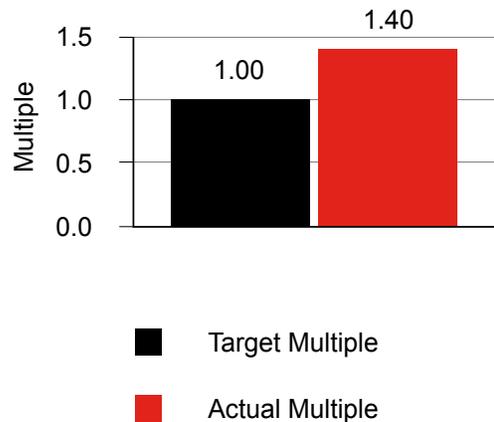
2012-2014 Shareholder Value Award

The target stock price of \$44.64 for the 2012-2014 SVA was set in January 2012 based on a beginning stock price of \$38.64, which was the average closing price for Lilly stock for all trading days in November and December 2011. The ending stock price of \$69.13 represents stock price growth of approximately 79 percent over the relevant three-year period. The company's performance compared to target (and the resulting payout multiple) for the 2012-2014 SVA is shown below.

2012–2014 Lilly Stock Growth



2012–2014 SVA Multiple



The number of shares paid to NEOs during 2014 for the 2012-2014 SVA were as follows:

Name	Target Shares	Shares Paid Out
Dr. Lechleiter	141,938	198,713
Mr. Rice	71,915	100,681
Dr. Lundberg	56,775	79,485
Mr. Harrington	7,835	10,969
Mr. Conterno	37,850	52,990

Other Compensation Practices and Information

Employee Benefits

The company offers core employee benefits coverage to:

- provide our workforce with a reasonable level of financial support in the event of illness or injury,
- provide post-retirement income; and
- enhance productivity and job satisfaction through benefit programs that focus on overall well-being.

The benefits available are the same for all U.S. employees and include medical and dental coverage, disability insurance, and life insurance. In addition, The Lilly Employee 401(k) plan (the 401(k) plan) and The Lilly Retirement Plan (the retirement plan) provide U.S. employees a reasonable level of retirement income reflecting employees' careers with the company. To the extent that any employee's retirement benefit exceeds IRS limits for amounts that can be paid through a qualified plan, the company also offers a nonqualified pension plan and a nonqualified savings plan. These plans provide only the difference between the calculated benefits and the IRS limits, and the formula is the same for all U.S. employees. The cost of employee benefits is partially borne by the employee, including each executive officer.

Perquisites

The company provides very limited perquisites to executive officers. The company does not allow personal use of the corporate aircraft except the aircraft is made available for the personal use of Dr. Lechleiter in very rare cases when the security and efficiency benefits to the company outweigh the expense. The company did not incur any expenses for personal use by Dr. Lechleiter of its aircraft in 2014, nor did he receive any other perquisites. Depending on seat availability, family members and personal guests of executive officers may travel on the company aircraft to accompany executives who are traveling on business.

The Lilly Deferred Compensation Plan

Members of senior management may defer receipt of part or all of their cash compensation under The Lilly Deferred Compensation Plan (the deferred compensation plan), which allows executives to save for retirement in a tax-effective way at minimal cost to the company. Under this unfunded plan, amounts deferred by the executive are credited at an interest rate of 120 percent of the applicable federal long-term rate, as described in more detail following the "Nonqualified Deferred Compensation in 2014" table.

Severance Benefits

Except in the case of a change in control of the company, the company is not obligated to pay severance to executive officers upon termination of their employment; any such payments are at the discretion of the Compensation Committee.

The company has adopted change-in-control severance pay plans for nearly all employees, including the executive officers. The plans are intended to preserve employee morale and productivity and encourage

retention in the face of the disruptive impact of an actual or rumored change in control. In addition, the plans are intended to align executive and shareholder interests by enabling executives to evaluate corporate transactions that may be in the best interests of the shareholders and other constituents of the company without undue concern over whether the transactions may jeopardize the executives' own employment.

Highlights of our change-in-control severance plans

- | | |
|--|---|
| <ul style="list-style-type: none">• All regular employees are covered• Double trigger generally required• No tax gross-ups | <ul style="list-style-type: none">• Up to two-year pay protection• 18-month benefit continuation |
|--|---|

Although benefit levels may differ depending on the employee's job level and seniority, the basic elements of the plans are comparable for all eligible employees:

- **Double trigger.** Unlike "single trigger" plans that pay out immediately upon a change in control, the plans generally require a "double trigger"—a change in control followed by an involuntary loss of employment within two years thereafter. This is consistent with the plan's intent to provide employees with financial protection upon loss of employment. A partial exception is made for outstanding PAs, a portion of which would be paid out upon a change in control on a pro-rated basis for time worked based on the forecasted payout level at the time of the change in control. This partial payment is appropriate because of the difficulties in converting the company EPS targets into an award based on the surviving company's EPS. Likewise, if Lilly is not the surviving entity, a portion of outstanding SVAs would be paid out on a pro-rated basis for time worked up to the change in control based on the merger price for company stock.
- **Covered terminations.** Employees are eligible for payments if, within two years of the change in control, their employment is terminated (i) without cause by the company or (ii) for good reason by the employee, each as is defined in the plan. See "Potential Payments Upon Termination or Change in Control" for a more detailed discussion, including a discussion of what constitutes a change in control.
- **Employees who suffer a covered termination receive up to two years of pay and 18 months of benefits protection.** These provisions assure employees a reasonable period of protection of their income and core employee benefits.
 - **Severance payment.** Eligible terminated employees would receive a severance payment ranging from six months' to two years' base salary. Executives are all eligible for two years' base salary plus two times the then-current year's target bonus.
 - **Benefit continuation.** Basic employee benefits such as health and life insurance would be continued for 18 months following termination of employment, unless the individual becomes eligible for coverage with a new employer. All employees would receive an additional two years of both age and years-of-service credit for purposes of determining eligibility for retiree medical and dental benefits.
- **Accelerated vesting of equity awards.** Any unvested equity awards vest at the time of termination of employment.
- **Excise tax.** In some circumstances, the payments or other benefits received by the employee in connection with a change in control could exceed limits established under Section 280G of the Internal Revenue Code. The employee would then be subject to an excise tax on top of normal federal income tax. The company does not reimburse employees for these taxes. However, the amount of change in control-related benefits will be reduced to the 280G limit if the effect would be to deliver a greater after-tax benefit than the employee would receive with an unreduced benefit.

Share Ownership and Retention Guidelines; Prohibition on Hedging and Pledging Shares

Share ownership and retention guidelines help to foster a focus on long-term growth. The CEO is required to own company stock valued at least six times annual base salary. Other executive officers are required to own a fixed number of shares based on their position. Until the required number of shares is reached, the executive officer must retain 50 percent of net shares received from new equity payouts. Our executives have a long history of maintaining extensive holdings in company stock. As of February 20, 2015, Dr. Lechleiter held shares valued at approximately 44 times his annual salary. The following table shows the share requirements for each NEO:

Name	Share Requirement	Owens Required Shares
Dr. Lechleiter	six times base salary	Yes
Mr. Rice	75,000	Yes
Dr. Lundberg	75,000	Yes
Mr. Harrington	55,000	No ¹
Mr. Conterno	50,000	Yes

¹ As a newer executive officer, Mr. Harrington is required to retain at least half of all equity payouts until he reaches the 55,000 share ownership requirement.

Executive officers are also required to hold all shares received from equity program payouts, net of acquisition costs and taxes, for at least one year, even once share ownership requirements have been met. For PAs, this holding requirement is met by the one-year service-vesting period on the RSUs awarded pursuant to the program.

Employees are not permitted to hedge their economic exposures to company stock through short sales or derivative transactions. Effective in 2014, the committee adopted a formal policy prohibiting outside directors and all members of senior management from pledging any company stock (i.e., using company stock as collateral for a loan or trading shares on margin).

Executive Compensation Recovery Policy

All incentive awards are subject to forfeiture upon termination of employment prior to the end of the performance period or for disciplinary reasons. In addition, the Compensation Committee has adopted an executive compensation recovery policy, which gives the committee broad discretion to claw back incentive payouts from any member of senior management (approximately 160 employees) whose misconduct results in a material violation of law or company policy that causes significant harm to the company, or who fails in his or her supervisory responsibility to prevent such misconduct by others.

Additionally, the company can recover all or a portion of any incentive compensation in the case of materially inaccurate financial statements or material errors in the performance calculation, whether or not they result in a restatement and whether or not the executive officer has engaged in wrongful conduct. Recoveries under the plan can extend back as far as three years.

The recovery policy covers any incentive compensation awarded or paid beginning in 2013 to an employee at a time when he or she is a member of senior management. Subsequent changes in status, including retirement or termination of employment, do not affect the company's rights to recover compensation under the policy.

Looking Ahead to 2015 Compensation

As we move beyond the recent period of patent expirations, we plan to resume our custom and practice of providing annual increases to base salaries and delivering bonuses reflective of company and individual performance, without reductions, to eligible employees.

Executive Compensation

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ¹	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$) ²	Change in Pension Value (\$) ³	All Other Compensation (\$) ⁴	Total Compensation (\$)
John C. Lechleiter, Ph.D. Chairman, President, and Chief Executive Officer	2014	\$1,500,000	\$0	\$6,750,000	\$0	\$1,785,000	\$4,356,142	\$90,000	\$14,481,142
	2013	\$1,500,000	\$0	\$6,750,000	\$0	\$2,877,000	\$0 ⁵	\$90,000	\$11,217,000
	2012	\$1,500,000	\$0	\$5,625,000	\$0	\$2,982,000	\$4,423,633	\$90,000	\$14,620,633
Derica W. Rice Executive Vice President, Global Services and Chief Financial Officer	2014	\$1,019,700	\$0	\$2,850,000	\$0	\$780,071	\$2,023,458	\$61,182	\$6,734,411
	2013	\$1,014,750	\$0	\$2,850,000	\$0	\$1,251,187	\$0 ⁵	\$60,885	\$5,176,822
	2012	\$990,000	\$0	\$2,850,000	\$0	\$1,265,220	\$1,770,767	\$59,400	\$6,935,387
Jan M. Lundberg, Ph.D. Executive Vice President, Science and Technology and President, Lilly Research Laboratories	2014	\$1,007,855	\$0	\$2,250,000	\$0	\$771,009	\$517,761	\$60,471	\$4,607,096
	2013	\$1,002,963	\$0	\$2,250,000	\$0	\$1,236,653	\$224,741	\$60,178	\$4,774,535
	2012	\$978,500	\$0	\$2,250,000	\$0	\$1,250,523	\$307,275	\$58,710	\$4,845,008
Michael J. Harrington Senior Vice President and General Counsel	2014	\$765,000	\$0	\$1,425,000	\$0	\$487,688	\$1,330,586	\$45,900	\$4,054,174
	2013	\$765,000	\$0	\$1,312,500	\$0	\$786,038	\$264,784	\$45,900	\$3,174,222
	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Enrique A. Conterno Senior Vice President and President, Lilly Diabetes	2014	\$682,890	\$0	\$1,500,000	\$0	\$435,342	\$1,235,839	\$40,973	\$3,895,044
	2013	\$680,658	\$0	\$1,500,000	\$0	\$699,376	\$88,167	\$40,840	\$3,009,041
	2012	\$669,500	\$0	\$1,500,000	\$0	\$713,018	\$992,187	\$40,170	\$3,914,875

¹ This column shows the grant date fair value of PAs and SVAs computed in accordance with FASB ASC Topic 718. Values for awards subject to performance conditions (PAs) are computed based upon the probable outcome of the performance condition as of the grant date. A discussion of assumptions used in calculating award values may be found in Note 11 to our 2014 audited financial statements in our Form 10-K.

The table below shows the minimum, target, and maximum payouts (using the grant date fair value) for the 2014-2015 PA grant included in this column of the Summary Compensation Table.

Name	Payout Date	Minimum Payout	Target Payout	Maximum Payout
Dr. Lechleiter	January 2016	\$0	\$4,500,000	\$6,750,000
Mr. Rice	January 2016	\$0	\$1,900,000	\$2,850,000
Dr. Lundberg	January 2016	\$0	\$1,500,000	\$2,250,000
Mr. Harrington	January 2016	\$0	\$950,000	\$1,425,000
Mr. Conterno	January 2016	\$0	\$1,000,000	\$1,500,000

² Payments for 2014 performance under the bonus plan. All bonuses paid to NEOs were part of a non-equity incentive plan.

³ The amounts in this column reflect the change in pension value for each individual, calculated by our actuary, and are affected by additional service accruals and pay earned, as well as actuarial assumption changes. The

increases in pension values in 2014 were driven to a large extent by a lower discount rate and a new mortality table that reflects longer expected lifetimes. The design of the pension benefit did not change. See the Pension Benefits in 2014 table on page 46 for information about the standard actuarial assumptions used. No named executive officer received preferential or above-market earnings on deferred compensation.

⁴The amounts in this column are solely company matching contributions for each individual's 401(k) plan contributions. The company does not reimburse executives for taxes outside of the limited circumstance of taxes related to employee relocation or a prior international assignment. There were no reportable perquisites or personal benefits.

⁵The net present value of the pension benefits for Dr. Lechleiter and Mr. Rice reflect no change from 2013 due to an increase in the discount rate over 2012. For the other named executive officers, increases in pensionable earnings offset the impact of the increased discount rate.

Grants of Plan-Based Awards During 2014

The compensation plans under which the grants in the following table were made are described in the CD&A and include the bonus plan (a non-equity incentive plan) and the 2002 Lilly Stock Plan (which provides for PAs, SVAs, stock options, restricted stock grants, and RSUs).

Name	Award	Grant Date ²	Compensation Committee Action Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ¹			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock or Option Awards: Number of Shares of Stock, Options, or Units	Grant Date Fair Value of Equity Awards
				Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (# shares)	Target (# shares)	Maximum (# shares)		
Dr. Lechleiter	2014-2015 PA	2/6/2014 ³	12/16/2013	\$52,500	\$2,100,000	\$4,200,000	46,097	92,194	138,291	0	\$2,250,000
	2014-2016 SVA	2/6/2014 ⁴	12/16/2013				49,194	122,984	172,178		\$4,500,000
Mr. Rice	2014-2015 PA	2/6/2014 ³	12/16/2013	\$22,943	\$917,730	\$1,835,460	19,463	38,926	58,389	0	\$950,000
	2014-2016 SVA	2/6/2014 ⁴	12/16/2013				20,771	51,927	72,698		\$1,900,000
Dr. Lundberg	2014-2015 PA	2/6/2014 ³	12/16/2013	\$22,677	\$907,070	\$1,814,139	15,366	30,731	46,097	0	\$750,000
	2014-2016 SVA	2/6/2014 ⁴	12/16/2013				16,398	40,995	57,393		\$1,500,000
Mr. Harrington	2014-2015 PA	2/6/2014 ³	12/16/2013	\$14,344	\$573,750	\$1,147,500	9,732	19,463	29,195	0	\$475,000
	2014-2016 SVA	2/6/2014 ⁴	12/16/2013				10,385	25,963	36,348		\$950,000
Mr. Conterno	2014-2015 PA	2/6/2014 ³	12/16/2013	\$12,804	\$512,168	\$1,024,335	10,244	20,488	30,732	0	\$500,000
	2014-2016 SVA	2/6/2014 ⁴	12/16/2013				10,932	27,330	38,262		\$1,000,000

¹ These columns show the threshold, target, and maximum payouts for performance under the bonus plan. Bonus payouts range from 0 to 200 percent of target. The bonus payment for 2014 performance was 85 percent of target, and is included in the "Summary Compensation Table" in the column titled "Non-Equity Incentive Plan Compensation."

² To assure grant timing is not manipulated for employee gain, the annual grant date is established in advance by the Compensation Committee and consistently falls in the first week of February. Equity awards to new hires and other off-cycle grants are effective on the first trading day of the following month.

³ This row shows the range of payouts for 2014-2015 PA grants. This PA will pay out in January 2016, with payouts ranging from 0 to 150 percent of target. The grant-date fair value of the PA reflects the probable payout outcome anticipated at the time of grant, which was less than the target value.

⁴ This row shows the range of payouts for 2014-2016 SVA grants. This SVA will pay out in January 2017, with payouts ranging from 0 to 140 percent of target. We measure the fair value of the SVA on the grant date using a Monte Carlo simulation model.

To receive a payout under the PA or the SVA, a participant must remain employed with the company through the end of the relevant performance period (except in the case of death, disability, or retirement). No dividends accrue on either PAs or SVAs during the performance period. Non-preferential dividends accrue during the earned PA's one-year restriction period (following the two-year performance period) and are paid upon vesting.

Outstanding Equity Awards at December 31, 2014

The 2014 closing stock price applied to the values in the table below was \$68.99.

Name	Option Awards			Stock Awards				
	Number of Securities Underlying Unexercised Options (#) Exercisable ¹	Option Exercise Price (\$)	Option Expiration Date	Award	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested (\$)
Dr. Lechleiter	140,964	\$56.18	02/09/2016	2014-2016 SVA	46,623 ⁵	\$3,216,521	172,178 ²	\$11,878,533
				2013-2015 SVA			155,058 ³	\$10,697,479
				2014-2015 PA			92,194 ⁴	\$6,360,464
				2013-2014 PA				
				2012-2013 PA			52,462 ⁶	\$3,619,353
Mr. Rice	30,000 27,108	\$52.54 \$56.18	04/29/2016 02/09/2016	2014-2016 SVA	19,685 ⁵ 26,581 ⁶	\$1,358,068 \$1,833,823	72,698 ²	\$5,015,421
				2013-2015 SVA			65,468 ³	\$4,516,651
				2014-2015 PA			38,926 ⁴	\$2,685,505
				2013-2014 PA				
				2012-2013 PA				
Dr. Lundberg				2014-2016 SVA	15,541 ⁵ 20,985 ⁶	\$1,072,174 \$1,447,755	57,393 ²	\$3,991,683
				2013-2015 SVA			51,687 ³	\$3,594,803
				2014-2015 PA			30,731 ⁴	\$1,068,671
				2013-2014 PA				
				2012-2013 PA				
Mr. Harrington	6,024	\$56.18	02/09/2016	2014-2016 SVA	9,066 ⁵	\$625,463	36,348 ²	\$2,507,662
				2013-2015 SVA			30,150 ³	\$2,080,076
				2014-2015 PA			19,463 ⁴	\$1,342,752
				2013-2014 PA				
Mr. Conterno	6,928	\$56.18	02/09/2016	2014-2016 SVA	10,360 ⁵ 13,990 ⁶ 20,000 ⁷	\$714,736 \$965,170 \$1,379,800	38,262 ²	\$2,639,695
				2013-2015 SVA			34,457 ³	\$2,377,175
				2014-2015 PA			20,488 ⁴	\$1,413,467
				2013-2014 PA				
				2012-2013 PA				
				RSU				

¹ These options vested as listed in the table below by expiration date.

Expiration Date	Vesting Date
4/29/2016	5/1/2009
2/9/2016	2/10/2009

² SVAs granted for the 2014-2016 performance period. The number of shares reported reflects the maximum payout, which will be made if the average closing stock price in November and December 2016 is over \$65.44. Actual payouts may vary from 0 to 140 percent of target. Net shares from any payout must be held by executive officers for a minimum of one year. Had the performance period ended December 31, 2014, the payout would have been 140 percent of target.

³ SVAs granted for the 2013-2015 performance period. The number of shares reported reflects the maximum payout, which will be made if the average closing stock price in November and December 2015 is over \$62.64. Actual payouts may vary from 0 to 140 percent of target. Net shares from any payout must be held by executive officers for a minimum of one year. Had the performance period ended December 31, 2014, the payout would have been 140 percent of target.

⁴ This number represents the threshold value of PA shares that could pay out for 2014-2015 performance, provided performance goals are met. Any award resulting from this program will be made in the form of RSUs, vesting February 2017. Actual payouts may vary from 0 to 150 percent of target. The number of shares recorded in the table reflects the payout if the combined cumulative EPS for 2014 and 2015 is \$9.27.

⁵ The 2013-2014 PA was determined to be 52 percent of target in January 2015 and the resulting RSUs will vest February 2016.

⁶ RSUs vested February 2015 from the 2012-2013 PA.

⁷ This grant was made in 2008 outside of the normal annual cycle and will vest on May 1, 2018.

Options Exercised and Stock Vested in 2014

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ¹
Dr. Lechleiter	127,811	\$1,173,305	58,778 ²	\$3,174,600
			198,713 ³	\$14,102,662
Mr. Rice	23,077	\$196,155	29,781 ²	\$1,608,472
			100,681 ³	\$7,145,331
Dr. Lundberg	0	\$0	21,552 ²	\$1,164,024
			79,485 ³	\$5,641,050
Mr. Harrington	2,722	\$14,780	0	\$0
			10,969 ³	\$778,470
Mr. Conterno	7,101	\$117,593	15,674 ²	\$846,553
			52,990 ³	\$3,760,700

¹ Amounts reflect the market value of the stock on the day the stock vested.

² RSUs resulting from the 2011-2012 PA vested in February 2014.

³ Payout of the 2012-2014 SVA at 140 percent of target.

Retirement Benefits

We provide retirement income to U.S. employees, including executive officers, through the following plans:

- The Lilly Employee 401(k) plan, a defined contribution plan qualified under Sections 401(a) and 401(k) of the Internal Revenue Code. Participants may elect to contribute a portion of their salary to the plan, and the company provides matching contributions on employees' contributions up to 6 percent of base salary up to IRS limits. The employee contributions, company contributions, and earnings thereon are paid out in accordance with elections made by the participant. See the "All Other Compensation" column in the "Summary Compensation Table" for information about company contributions for the named executive officers.
- The Lilly Retirement Plan, a tax-qualified defined benefit plan that provides monthly benefits to retirees. See the "Pension Benefits in 2014" table below for additional information about the value of these pension benefits.

Sections 401 and 415 of the Internal Revenue Code generally limit the amount of annual pension that can be paid from a tax-qualified plan (\$260,000 in 2014) as well as the amount of annual earnings that can be used to calculate a pension benefit (\$265,000 in 2015). However, since 1975 the company has maintained a nonqualified pension plan that pays retirees the difference between the amount payable under the retirement plan and the amount they would have received without the Internal Revenue Code limits. The nonqualified pension plan is unfunded and subject to forfeiture in the event of bankruptcy.

The following table shows benefits that the named executive officers have accrued under the retirement plan and the nonqualified pension plan.

Pension Benefits in 2014

Name	Plan	Number of Years of Credited Service	Present Value of Accumulated Benefit (\$) ¹	Payments During Last Fiscal Year (\$)
Dr. Lechleiter ²	retirement plan (pre-2010)	30	\$1,541,888	\$0
	retirement plan (post-2009)	5	\$169,651	
	nonqualified plan (pre-2010)	30	\$28,686,987	
	nonqualified plan (post-2009)	5	\$2,883,320	
	total		\$33,281,846	
Mr. Rice	retirement plan (pre-2010)	20	\$768,623	\$0
	retirement plan (post-2009)	5	\$106,428	
	nonqualified plan (pre-2010)	20	\$6,405,948	
	nonqualified plan (post-2009)	5	\$828,832	
	total		\$8,109,831	
Dr. Lundberg	retirement plan (post-2009)	5	\$176,997	\$0
	nonqualified plan (post-2009)	5	\$1,191,257	
	total		\$1,368,254	
Mr. Harrington	retirement plan (pre-2010)	18	\$790,202	\$0
	retirement plan (post-2009)	5	\$115,845	
	nonqualified plan (pre-2010)	18	\$2,091,265	
	nonqualified plan (post-2009)	5	\$317,956	
	total		\$3,315,268	
Mr. Conterno	retirement plan (pre-2010)	17	\$656,075	\$0
	retirement plan (post-2009)	5	\$102,010	
	nonqualified plan (pre-2010)	17	\$2,998,204	
	nonqualified plan (post-2009)	5	\$441,843	
	total		\$4,198,132	

¹ The following standard actuarial assumptions were used to calculate the present value of each individual's accumulated pension benefit:

Discount rate:	4.33 percent
Mortality (post-retirement decrement only):	RP2014 with generational projection using Scale MP2014
Pre-2010 joint and survivor benefit (% of pension):	50% until age 62; 25% thereafter
Post-2009 benefit payment form:	life annuity

² Dr. Lechleiter is currently eligible for full retirement benefits under the old plan formula (pre-2010 benefits) and qualifies for early retirement under the new plan formula (post-2009 benefits) as described below.

The retirement plan benefits shown in the table are net present values. The benefits are not payable as a lump sum; they are generally paid as a monthly annuity for the life of the retiree and, if elected, any qualifying survivor. The annual benefit under the retirement plan is calculated using years of service and the average of the annual earnings (salary plus bonus) for the highest five out of the last 10 calendar years of service (final average earnings).

Post-2009 Plan Information: Following amendment of our retirement plan formulae, employees hired on or after February 1, 2008 have accrued retirement benefits only under the new plan formula. Employees hired before that date have accrued benefits under both the old and new plan formulae. All eligible employees, including those hired on or after February 1, 2008, can retire at age 65 with at least five years of service and receive an unreduced benefit. The annual benefit under the new plan formula is equal to 1.2 percent of final average earnings multiplied by years of service. Early retirement benefits under this plan formula are reduced 6 percent for each year under age 65. Transition benefits were afforded to employees with 50 points (age plus service) or more as of December 31, 2009. These benefits were intended to ease the transition to the new retirement formula for those employees who are closer to retirement or have been with the company longer. For the transition group, early retirement benefits are reduced 3 percent for each year from age 65 to age 60 and 6 percent for each year under age 60. All named executive officers except Dr. Lundberg are in this transition group.

Pre-2010 Plan Information: Employees hired prior to February 1, 2008 accrued benefits under both plan formulae. For these employees, benefits that accrued before January 1, 2010 were calculated under the old plan formula. The amount of the benefit is calculated using actual years of service through December 31, 2009, while total years of service is used to determine eligibility and early retirement reductions. The benefit amount is increased (but not decreased) proportionately, based on final average earnings at termination compared to final average earnings at December 31, 2009. Full retirement benefits are earned by employees with 90 or more points (the sum of his or her age plus years of service). Employees electing early retirement receive reduced benefits as described below:

- The benefit for employees with between 80 and 90 points is reduced by 3 percent for each year under 90 points or age 62.
- The benefit for employees who have less than 80 points, but who reached age 55 and have at least 10 years of service, is reduced as described above and is further reduced by 6 percent for each year under 80 points or age 65.

Nonqualified Deferred Compensation in 2014

Name	Plan	Executive Contributions in Last Fiscal Year (\$) ¹	Registrant Contributions in Last Fiscal Year (\$) ²	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/ Distributions in Last Fiscal Year (\$)	Aggregate Balance at Last Fiscal Year End (\$) ³
Dr. Lechleiter	nonqualified savings	\$74,400	\$74,400	\$474,090	\$0	\$3,018,664
	deferred compensation	\$719,250		\$450,438		\$12,069,225
	total	\$793,650	\$74,400	\$924,528	\$0	\$15,087,889
Mr. Rice	nonqualified savings	\$45,582	\$45,582	\$187,135	\$0	\$1,241,455
	deferred compensation	\$0		\$0		\$0
	total	\$45,582	\$45,582	\$187,135	\$0	\$1,241,455
Dr. Lundberg	nonqualified savings	\$44,871	\$44,871	\$58,118	\$0	\$555,147
	deferred compensation	\$0		\$0		\$0
	total	\$44,871	\$44,871	\$58,118	\$0	\$555,147
Mr. Harrington	nonqualified savings	\$30,300	\$30,300	\$14,654		\$231,191
	deferred compensation	\$0		\$5,290		\$140,233
	total	\$30,300	\$30,300	\$19,944	\$0	\$371,424
Mr. Conterno	nonqualified savings	\$25,373	\$25,373	\$76,100	\$0	\$541,568
	deferred compensation	\$100,000		\$32,709		\$884,918
	total	\$125,373	\$25,373	\$108,809	\$0	\$1,426,486

¹ The amounts in this column are also included in the "Summary Compensation Table," in the "Salary" column (nonqualified savings) or the "Non-Equity Incentive Plan Compensation" column (deferred compensation).

² The amounts in this column are also included in the "Summary Compensation Table," in the "All Other Compensation" column as a portion of the savings plan match.

³ Of the totals in this column, the following amounts have previously been reported in the "Summary Compensation Table" for this year and for previous years:

Name	2014 (\$)	Previous Years (\$)	Total (\$)
Dr. Lechleiter	\$868,050	\$9,763,781	\$10,631,831
Mr. Rice	\$91,164	\$614,174	\$705,338
Dr. Lundberg	\$89,741	\$348,794	\$438,535
Mr. Harrington	\$60,600	\$61,200	\$121,800
Mr. Conterno	\$150,746	\$301,420	\$452,166

The "Nonqualified Deferred Compensation in 2014" table above shows information about two company programs: the nonqualified savings plan and the deferred compensation plan. The nonqualified savings plan is designed to allow each employee to contribute up to 6 percent of his or her base salary, and receive a company match, beyond the contribution limits prescribed by the IRS with regard to 401(k) plans. This plan is administered in the same manner as the 401(k) plan, with the same participation and investment elections. Executive officers and other U.S. executives may also defer receipt of all or part of their cash compensation under the deferred compensation plan. Amounts deferred by executives under this plan are credited with interest at 120 percent of the applicable federal long-term rate as established the preceding December by the U.S. Treasury Department under Section 1274(d) of the Internal Revenue Code with monthly compounding, which was 3.9 percent for 2014 and is 3.2 percent for 2015. Participants may elect to receive the funds in a lump sum or in up to 10 annual installments following retirement, but may not make withdrawals during their employment, except in the event of hardship as approved by the Compensation Committee. All deferral elections and associated distribution schedules are irrevocable. Both plans are unfunded and subject to forfeiture in the event of bankruptcy.

Payments Upon Termination or Change in Control (as of December 31, 2014)

The following table describes the potential payments and benefits under the company's compensation and benefit plans and arrangements to which the named executive officers would be entitled upon termination of employment. Except for certain terminations following a change in control of the company, as described below, there are no agreements, arrangements, or plans that entitle named executive officers to severance, perquisites, or other enhanced benefits upon termination of their employment. Any agreement to provide such payments or benefits to a terminating executive officer (other than following a change in control) would be at the discretion of the Compensation Committee.

	Cash Severance Payment ¹	Continuation of Medical / Welfare Benefits (present value) ²	Value of Acceleration of Equity Awards ³	Total Termination Benefits
Dr. Lechleiter				
• Voluntary retirement	\$0	\$0	\$0	\$0
• Involuntary retirement or termination	\$0	\$0	\$0	\$0
• Involuntary or good reason termination after change in control	\$7,200,000	\$15,726	\$13,134,476	\$20,350,202
Mr. Rice				
• Voluntary termination	\$0	\$0	\$0	\$0
• Involuntary retirement or termination	\$0	\$0	\$0	\$0
• Involuntary or good reason termination after change in control	\$3,874,860	\$35,355	\$5,548,794	\$9,459,009
Dr. Lundberg				
• Voluntary retirement	\$0	\$0	\$0	\$0
• Involuntary retirement or termination	\$0	\$0	\$0	\$0
• Involuntary or good reason termination after change in control	\$3,829,849	\$18,194	\$4,380,679	\$8,228,722
Mr. Harrington				
• Voluntary retirement	\$0	\$0	\$0	\$0
• Involuntary retirement or termination	\$0	\$0	\$0	\$0
• Involuntary or good reason termination after change in control	\$2,677,500	\$35,355	\$2,639,138	\$5,351,993
Mr. Conterno				
• Voluntary termination	\$0	\$0	\$0	\$0
• Involuntary retirement or termination	\$0	\$0	\$0	\$0
• Involuntary or good reason termination after change in control	\$2,390,115	\$30,547	\$3,563,403	\$5,984,065

¹ See "Change-in-Control Severance Pay Plan" below.

² See "Accrued Pay and Regular Retirement Benefits" and "Change-in-Control Severance Pay Plan—Continuation of medical and welfare benefits" below.

³ Equity grants include an individual performance criterion to vest. As a result, even retirement-eligible employees have the possibility of forfeiting their grants.

Accrued Pay and Regular Retirement Benefits. The amounts shown in the table above do not include certain payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees generally upon termination of employment. These include:

- accrued salary and vacation pay.

- regular pension benefits under the retirement plan and the nonqualified pension plan. See “Retirement Benefits” above.
- welfare benefits provided to all U.S. retirees, including retiree medical and dental insurance. The amounts shown in the table above as “Continuation of Medical / Welfare Benefits” are explained below.
- distributions of plan balances under the 401(k) plan and the nonqualified savings plan. See the narrative following the “Nonqualified Deferred Compensation in 2014” table for information about these plans.

Deferred Compensation. The amounts shown in the table do not include distributions of plan balances under the deferred compensation plan. Those balances are shown in the “Nonqualified Deferred Compensation in 2014” table.

Death and Disability. A termination of employment due to death or disability does not entitle named executive officers to any payments or benefits that are not available to U.S. salaried employees generally.

Termination for Cause. Executives terminated for cause receive no severance or enhanced benefits and forfeit any unvested equity grants.

Change-in-Control Severance Pay Plan. As described in the CD&A under “Severance Benefits,” the company maintains a change-in-control severance pay plan for nearly all employees, including the named executive officers. The change-in-control plan defines a change in control very specifically, but generally the terms include the occurrence of one of the following: (i) acquisition of 20 percent or more of the company’s stock; (ii) replacement by the shareholders of one half or more of the Board of Directors; (iii) consummation of a merger, share exchange, or consolidation of the company; or (iv) liquidation of the company or sale or disposition of all or substantially all of its assets. The amounts shown in the table for “involuntary or good-reason termination after change in control” are based on the following assumptions and plan provisions:

- Covered terminations. The table assumes a termination of employment that is eligible for severance under the terms of the plan, based on the named executive officer’s compensation, benefits, age, and service credit at December 31, 2014. Eligible terminations include an involuntary termination for reasons other than for cause or a voluntary termination by the executive for good reason, within two years following the change in control.
 - A termination of an executive officer by the company is for cause if it is for any of the following reasons: (i) the employee’s willful and continued refusal to perform, without legal cause, his or her material duties, resulting in demonstrable economic harm to the company; (ii) any act of fraud, dishonesty, or gross misconduct resulting in significant economic harm or other significant harm to the business reputation of the company; or (iii) conviction of or the entering of a plea of guilty or *nolo contendere* to a felony.
 - A termination by the executive officer is for good reason if it results from: (i) a material diminution in the nature or status of the executive’s position, title, reporting relationship, duties, responsibilities, or authority, or the assignment to him or her of additional responsibilities that materially increase his or her workload; (ii) any reduction in the executive’s then-current base salary; (iii) a material reduction in the executive’s opportunities to earn incentive bonuses below those in effect for the year prior to the change in control; (iv) a material reduction in the executive’s employee benefits from the benefit levels in effect immediately prior to the change in control; (v) the failure to grant to the executive stock options, stock units, performance shares, or similar incentive rights during each 12-month period following the change in control on the basis of a number of shares or units and all other material terms at least as favorable to the executive as those rights granted to him or her on an annualized average basis for the three-year period immediately prior to the change in control; or (vi) relocation of the executive by more than 50 miles.
- Cash severance payment. The cash severance payment amounts to two times the executive officer’s annual base salary plus two times the executive officer’s bonus target for that year under the bonus plan.
- Continuation of medical and welfare benefits. This amount represents the present value of the change-in-control plan’s guarantee, following a covered termination, of 18 months of continued coverage equivalent

to the company's current active employee medical, dental, life, and long-term disability insurance. Similar actuarial assumptions to those used to calculate incremental pension benefits apply to the calculation for continuation of medical and welfare benefits, with the addition of actual COBRA rates based on current benefit elections.

- Acceleration of equity awards. Upon a covered termination, any unvested equity awards would vest upon consummation of a change in control and a partial payment of outstanding PAs would be made, reduced to reflect the portion of the performance period worked prior to the change in control. Likewise, in the case of a change in control in which Lilly is not the surviving entity, SVAs would pay out based on the change-in-control stock price and be prorated for the portion of the three-year performance period elapsed. The amount in this column represents the value of the acceleration of unvested equity grants.
- Excise taxes. Upon a change in control, employees may be subject to certain excise taxes under Section 280G of the Internal Revenue Code. The company does not reimburse the affected employees for those excise taxes or any income taxes payable by the employee. To reduce the employee's exposure to excise taxes, the employee's change-in-control benefit may be decreased to maximize the after-tax benefit to the individual.

Payments Upon Change in Control Alone. In general, the change-in-control plan is a "double trigger" plan, meaning payments are made only if the employee suffers a covered termination of employment within two years following the change in control. There are limited exceptions for PAs and SVAs as noted above under "Acceleration of equity awards."

Compensation Committee Matters

Background

Role of the Independent Consultant In Assessing Executive Compensation

The committee has retained Cimi B. Silverberg of Frederic W. Cook & Co., Inc., as its independent compensation consultant to assist the committee. Ms. Silverberg reports directly to the committee. Neither she nor her firm is permitted to have any business or personal relationship with management or the members of the Compensation Committee. The consultant's responsibilities are to:

- Review the company's total compensation philosophy, peer group, and target competitive positioning for reasonableness and appropriateness
- Review the company's executive compensation program and advise the committee of evolving best practices
- Provide independent analyses and recommendations to the committee on the CEO's pay
- Review draft "Compensation Discussion and Analysis" and related tables for the proxy statement
- Proactively advise the committee on best practices for board governance of executive compensation
- Undertake special projects at the request of the committee chair

Ms. Silverberg interacts directly with members of company management only on matters under the committee's oversight and with the knowledge and permission of the committee chair.

Role of Executive Officers and Management In Assessing Executive Compensation

With the oversight of the CEO and the senior vice president of human resources and diversity, the company's global compensation group formulates recommendations on compensation philosophy, plan design, and compensation for executive officers (other than the CEO, as noted below). The CEO provides the committee with a performance assessment and compensation recommendation for each of the other executive officers. The committee considers those recommendations with the assistance of its consultant. The CEO and the senior vice president of human resources and diversity attend committee meetings but are not present for executive sessions or for any discussion of their own compensation. Only nonemployee directors and the committee's consultant attend executive sessions.

The CEO does not participate in the formulation or discussion of his pay recommendations and has no prior knowledge of the recommendations that the consultant makes to the committee.

Risk Assessment Process

As a part of the company's overall enterprise risk management program, in 2014 the committee reviewed the company's compensation policies and practices and concluded that the programs and practices are not reasonably likely to have a material adverse effect on the company. The committee noted numerous design features of the company's cash and equity incentive programs that reduce the likelihood of inappropriate risk-taking, including, but not limited to:

- The Compensation Committee is comprised of independent directors only.
- The committee engages its own independent compensation consultant.
- The committee has downward discretion to lower compensation plan payouts.
- The committee approves all adjustments to financial results that affect compensation calculations.
- Different measures and metrics are used across multiple incentive plans which appropriately balance cash/stock, fixed/variable pay, short-term/long-term incentives.
- Incentive plans have predetermined maximum payouts.
- Performance objectives are challenging but achievable.
- Programs with operational metrics have a continuum of payout multiples based upon achievement of performance milestones.
- A compensation recovery policy is in place for all members of senior management; negative compensation consequences can be applied in cases of serious compliance violations.
- Meaningful share ownership requirements are in place for all members of senior management.

Compensation Committee Report

The Compensation Committee evaluates and establishes compensation for executive officers and oversees the deferred compensation plan, the company's management stock plans, and other management incentive and benefit programs. Management has the primary responsibility for the company's financial statements and reporting process, including the disclosure of executive compensation. With this in mind, the Compensation Committee has reviewed and discussed with management the CD&A above. The committee is satisfied that the CD&A fairly and completely represents the philosophy, intent, and actions of the committee with regard to executive compensation. The committee recommended to the Board of Directors that the CD&A be included in this proxy statement for filing with the SEC.

Compensation Committee
Karen N. Horn, Ph.D., Chair
Ralph Alvarez
Ellen R. Marram
Kathi P. Seifert

Audit Matters

Item 3. Proposal to Ratify the Appointment of Principal Independent Auditor

Audit Committee Oversight of Independent Auditor

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the independent external auditor, and oversees the process for selecting, reviewing, and evaluating the lead audit partner. Further information regarding the committee's oversight of the independent auditor can be found in the Audit Committee charter, available online at <http://investor.lilly.com/governance.cfm>, or upon request to the company's corporate secretary.

In connection with the decision regarding whether to re-appoint the independent auditor each year (subject to shareholder ratification), the committee conducts an annual assessment of the independent auditor's performance. This assessment examines three primary criteria: (1) the independent auditor's qualifications and experience; (2) the communication and interactions with the auditor over the course of the year; and (3) the auditor's independence, objectivity, and professional skepticism. These criteria are assessed against an internal and an external scorecard, and are discussed with management during a private session, as well as in executive session. The committee also periodically considers whether a rotation of the company's independent auditor is advisable.

Ernst & Young, LLP (EY) served as the principal independent auditor for the company in 2014. Based on this year's assessment of EY's performance, the Audit Committee believes that the continued retention of EY to serve as the company's principal independent auditor is in the best interests of the company and its investors, and has therefore reappointed the firm of EY as principal independent auditor for the company for 2015. In accordance with the bylaws, this appointment is being submitted to the shareholders for ratification.

Representatives of EY are expected to be present at the annual meeting and will be available to respond to questions. Those representatives will have the opportunity to make a statement if they wish to do so.

Board Proposal on Item 3

The Board recommends that you vote FOR ratifying the appointment of Ernst & Young LLP as principal independent auditor for 2015.

Audit Committee Report

The Audit Committee reviews the company's financial reporting process on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls and disclosure controls. In this context, the committee has met and held discussions with management and the independent auditor. Management represented to the committee that the company's consolidated financial statements were prepared in accordance with generally accepted accounting principles (GAAP), and the committee has reviewed and discussed the audited financial statements and related disclosures with management and the independent auditor, including a review of the significant management judgments underlying the financial statements and disclosures.

The independent auditor reports to the Audit Committee, which has sole authority to appoint and to replace the independent auditor.

The committee has discussed with the independent auditor matters required to be discussed with the Audit Committee by the standards of the Public Accounting Oversight Board (PCAOB) and the NYSE, including the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. In addition, the committee has received the

written disclosures and the letter from the independent auditor required by applicable requirements of the PCAOB regarding communications with the Audit Committee concerning independence, and has discussed with the independent auditor the auditor's independence from the company and its management. In concluding that the auditor is independent, the committee determined, among other things, that the nonaudit services provided by EY (as described below) were compatible with its independence. Consistent with the requirements of the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act), the committee has adopted policies to ensure the independence of the independent auditor, such as prior committee approval of nonaudit services and required audit partner rotation.

The committee discussed with the company's internal and independent auditors the overall scope and plans for their respective audits, including internal control testing under Section 404 of the Sarbanes-Oxley Act. The committee periodically meets with the internal and independent auditors, with and without management present, and in private sessions with members of senior management (such as the chief financial officer and the chief accounting officer) to discuss the results of their examinations, their evaluations of the company's internal controls, and the overall quality of the company's financial reporting. The committee also periodically meets in executive session.

In reliance on the reviews and discussions referred to above, the committee recommended to the Board (and the Board subsequently approved the recommendation) that the audited financial statements be included in the company's annual report on Form 10-K for the year ended December 31, 2014, for filing with the SEC. The committee has also appointed the company's independent auditor, subject to shareholder ratification, for 2015.

Audit Committee

Michael L. Eskew, Chair
Katherine Baicker, Ph.D.
Douglas R. Oberhelman
Kathi P. Seifert
Jackson P. Tai

Services Performed by the Independent Auditor

The Audit Committee preapproves all services performed by the independent auditor, in part to assess whether the provision of such services might impair the auditor's independence. The committee's policy and procedures are as follows:

- The committee approves the annual audit services engagement and, if necessary, any changes in terms, conditions, and fees resulting from changes in audit scope, company structure, or other matters. Audit services include internal controls attestation work under Section 404 of the Sarbanes-Oxley Act. The committee may also preapprove other audit services, which are those services that only the independent auditor reasonably can provide.
- Audit-related services are assurance and related services that are reasonably related to the performance of the audit, and that are traditionally performed by the independent auditor. The committee believes that the provision of these services does not impair the independence of the auditor.
- The committee believes that, in appropriate cases, the independent auditor can provide tax compliance services, tax planning, and tax advice without impairing the auditor's independence.
- The committee may approve other services to be provided by the independent auditor if (i) the services are permissible under SEC and PCAOB rules, (ii) the committee believes the provision of the services would not impair the independence of the auditor, and (iii) management believes that the auditor is the best choice to provide the services.
- At the beginning of each audit year, management requests prior committee approval of the annual audit, statutory audits, and quarterly reviews for the upcoming audit year as well as any other services known at that time. Management will also present at that time an estimate of all fees for the upcoming audit year. As specific engagements are identified thereafter, they are brought forward to the committee for approval. To the extent approvals are required between regularly scheduled committee meetings, preapproval authority is delegated to the committee chair.

For each engagement, management provides the committee with information about the services and fees,

sufficiently detailed to allow the committee to make an informed judgment about the nature and scope of the services and the potential for the services to impair the independence of the auditor.

After the end of the audit year, management provides the committee with a summary of the actual fees incurred for the completed audit year.

Independent Auditor Fees

The following table shows the fees incurred for services rendered on a worldwide basis by EY in 2014 and 2013. All such services were pre-approved by the committee in accordance with the pre-approval policy.

	2014 (\$ millions)	2013 (\$ millions)
Audit Fees	\$10.3	\$8.7
<ul style="list-style-type: none"> • Annual audit of consolidated and subsidiary financial statements, including Sarbanes-Oxley 404 attestation • Reviews of quarterly financial statements • Other services normally provided by the auditor in connection with statutory and regulatory filings 		
Audit-Related Fees	\$1.3	\$0.7
<ul style="list-style-type: none"> • Assurance and related services reasonably related to the performance of the audit or reviews of the financial statements <ul style="list-style-type: none"> – 2014 and 2013: primarily related to employee benefit plan and other ancillary audits, and due diligence services on potential acquisitions 		
Tax Fees	\$2.3	\$1.3
<ul style="list-style-type: none"> • 2014 and 2013: primarily related to tax consulting and tax compliance services 		
All Other Fees	\$0.1	\$0
<ul style="list-style-type: none"> • 2014: primarily related to compliance services outside the U.S. 		
Total	\$14.0	\$10.7

Other Information

Meeting and Voting Logistics

Additional items of business

We do not expect any items of business other than those above because the deadline for shareholder proposals and nominations has passed. Nonetheless, if necessary, the accompanying proxy gives discretionary authority to the persons named on the proxy with respect to any other matters that might be brought before the meeting. Those persons intend to vote that proxy in accordance with their best judgment.

Voting

Shareholders as of the close of business on February 27, 2015 (the record date) may vote at the annual meeting. You have one vote for each share of common stock you held on the record date, including shares:

- held directly in your name as the shareholder of record
- held for you in an account with a broker, bank, or other nominee
- attributed to your account in the 401(k) plan.

If you are a shareholder of record, you may vote your shares in person at the meeting. However, we encourage you to vote by mail, by telephone, or on the Internet even if you plan to attend the meeting.

Required vote

Below are the vote requirements for the various proposals:

- The four nominees for director will be elected if the votes cast for the nominee exceed the votes cast against the nominee. Abstentions will not count as votes cast either for or against a nominee.

- The following items of business will be approved if the votes cast for the proposal exceed those cast against the proposal:
 - advisory approval of executive compensation; and
 - ratification of the appointment of principal independent auditor.

Abstentions will not be counted either for or against these proposals.

Quorum

A majority of the outstanding shares, present or represented by proxy, constitutes a quorum for the annual meeting. As of the record date, 1,111,005,041 shares of company common stock were issued and outstanding.

Voting by proxy

If you are a shareholder of record, you may vote your proxy by any one of the following methods:



On the Internet. You may vote online at www.proxyvote.com. Follow the instructions on your proxy card or notice. If you received these materials electronically, follow the instructions in the e-mail message that notified you of their availability. Voting on the Internet has the same effect as voting by mail. If you vote on the Internet, do not return your proxy card.



By telephone. Shareholders in the U.S., Puerto Rico, and Canada may vote by telephone by following the instructions on your proxy card or notice. If you received these materials electronically, follow the instructions in the e-mail message that notified you of their availability. Voting by telephone has the same effect as voting by mail. If you vote by telephone, do not return your proxy card.



By mail. Sign and date each proxy card you receive and return it in the prepaid envelope. Sign your name exactly as it appears on the proxy. If you are signing in a representative capacity (for example, as an attorney-in-fact, executor, administrator, guardian, trustee, or the officer or agent of a corporation or partnership), please indicate your name and your title or capacity. If the stock is held in custody for a minor (for example, under the Uniform Transfers to Minors Act), the custodian should sign, not the minor. If the stock is held in joint ownership, one owner may sign on behalf of all owners. If you return your signed proxy but do not indicate your voting preferences, we will vote on your behalf with the Board's recommendations.

If you did not receive a proxy card in the materials you received from the company and you wish to vote by mail rather than by telephone or on the Internet, you may request a paper copy of these materials and a proxy card by calling 317-433-5112. If you received a notice or an e-mail message notifying you of the electronic availability of these materials, please provide the control number, along with your name and mailing address.

You have the right to revoke your proxy at any time before the meeting by (i) notifying the company's secretary in writing, or (ii) delivering a later-dated proxy via the Internet, by mail, or by telephone. If you are a shareholder of record, you may also revoke your proxy by voting in person at the meeting.

Voting shares held by a broker

If your shares are held by a broker, the broker will ask you how you want your shares to be voted. You may instruct your broker or other nominee to vote your shares by following instructions that the broker or nominee provides to you. Most brokers offer voting by mail, by telephone, and on the Internet.

If you give the broker instructions, your shares will be voted as you direct. If you do not give instructions, one of two things can happen, depending on the type of proposal. For the ratification of the auditor, the broker may vote your shares in its discretion. For all other proposals, the broker may not vote your shares at all.

Voting shares held in the 401(k) plan

You may instruct the plan trustee on how to vote your shares in the 401(k) plan via the Internet, by mail, or by telephone as described above, except that, if you vote by mail, the card that you use will be a voting instruction form rather than a proxy card.

In addition, unless you decline, your vote will apply to a proportionate number of other shares held by participants in the 401(k) plan for which voting directions are not received (except for a small number of shares from a prior stock ownership plan, which can be voted only on the directions of the participants to whose accounts the shares are credited).

All participants are named fiduciaries under the terms of the 401(k) plan and under the Employee Retirement Income Security Act (ERISA) for the limited purpose of voting shares credited to their accounts and the portion of undirected shares to which their vote applies. Under ERISA, fiduciaries are required to act prudently in making voting decisions.

If you do not want to have your vote applied to the undirected shares, you must so indicate when you vote. Otherwise, the trustee will automatically apply your voting preferences to the undirected shares proportionally with all other participants who elected to have their votes applied in this manner.

If you do not vote, your shares will be voted by other plan participants who have elected to have their voting preferences applied proportionally to all shares for which voting instructions are not otherwise received.

Proxy cards and notices

If you received more than one proxy card, notice, or e-mail related to proxy materials, you hold shares in more than one account. To ensure that all your shares are voted, sign and return each card. Alternatively, if you vote by telephone or on the Internet, you will need to vote once for each proxy card, notice, or e-mail you receive. If you do not receive a proxy card, you may have elected to receive your proxy statement electronically, in which case you should have received an e-mail with directions on how to access the proxy statement and how to vote your shares. If you wish to request a paper copy of these materials and a proxy card, please call 317-433-5112.

Vote tabulation

Votes are tabulated by an independent inspector of election, IVS Associates, Inc.

Attending the annual meeting

Attendance at the meeting will be limited to shareholders, those holding proxies from shareholders, and invited guests from the media and financial community. All shareholders as of the record date may attend by presenting the admission ticket that appears at the end of this proxy statement. Please fill it out and bring it with you to the meeting. The meeting will be held at the Lilly Center Auditorium. Please use the Lilly Center entrance to the south of the fountain at the intersection of Delaware and McCarty streets. You will need to pass through security, including a metal detector. Present your ticket to an usher at the meeting.

Parking will be available on a first-come, first-served basis in the garage indicated on the map at the end of this report. If you have questions about admittance or parking, you may call 317-433-5112 (prior to the annual meeting).

The 2016 annual meeting

The company's 2016 annual meeting is currently scheduled for May 2, 2016.

Other Matters

Other information regarding the company's proxy solicitation

We will pay all expenses in connection with our solicitation of proxies. We will pay brokers, nominees, fiduciaries, or other custodians their reasonable expenses for sending proxy material to and obtaining instructions from persons for whom they hold stock of the company. We expect to solicit proxies primarily by mail, but directors, officers, and other employees of the company may also solicit in person or by telephone, fax, or electronic mail. We have retained Georgeson Inc. to assist in the distribution and solicitation of proxies. Georgeson may solicit proxies by personal interview, telephone, fax, mail, and electronic mail. We expect that the fee for those services will not exceed \$17,500 plus reimbursement of customary out-of-pocket expenses.

Section 16 (a) beneficial ownership reporting compliance

Under SEC rules, our directors and executive officers are required to file with the SEC reports of holdings and changes in beneficial ownership of company stock. We have reviewed copies of reports provided to the company, as well as other records and information. Based on that review, we concluded that all reports were timely filed, except that Jackson Tai amended his Form 3 in May 2014 to reflect his ownership of an additional 120 shares of company stock that were inadvertently excluded in the original filing.

By order of the Board of Directors,

James B. Lootens
Secretary

March 23, 2015

Appendix A - Summary of Adjustments Related to the Annual Bonus and Performance Award

Consistent with past practice, the Compensation Committee adjusted the reported financial results on which the 2014 annual bonus and the 2013-2014 Performance Awards were determined to eliminate the distorting effect of certain unusual items on year-over-year growth percentages. The adjustments are intended to:

- align award payments with the underlying performance of the core business
- avoid volatile, artificial inflation or deflation of awards due to unusual items in either the award year or the previous (comparator) year
- eliminate certain counterproductive short-term incentives—for example, incentives to refrain from acquiring new technologies, to defer disposing of underutilized assets, or to defer settling legacy legal proceedings to protect current bonus payments.

To assure the integrity of the adjustments, the Compensation Committee establishes adjustment guidelines at the beginning of the year. These guidelines are generally consistent with the company guidelines for reporting non-GAAP financial measure to the investment community, which are reviewed by the Audit Committee. The adjustments apply equally to income and expense items. The Compensation Committee reviews all adjustments and retains downward discretion, i.e., discretion to reduce compensation below the amounts that are yielded by the adjustment guidelines.

Adjustments for 2014 Bonus Plan

For the 2014 bonus calculations, the Compensation Committee made the following adjustments to reported EPS consistent with our reporting of non-GAAP financial measures:

- Eliminated the impact of the charge for an extra year of the U.S. Branded Prescription Drug Fee.
- Eliminated the impact of the charges recognized for acquired in-process research and development related to collaboration agreements with Adocia, AstraZeneca UK Limited, Boehringer Ingelheim, and Immunocore Limited.
- Eliminated the impact of significant asset impairments, restructuring and other special charges.
- Eliminated the impact of gain related to transfer of our linagliptin and empagliflozin commercial rights in certain countries to Boehringer Ingelheim.

Additionally, when the Compensation Committee set 2014 bonus targets, the Lohmann Animal Health acquisition (which occurred in April 2014) was not contemplated. Accordingly, the committee adjusted the 2014 results to neutralize the expected revenue and EPS impact of the acquisition.

Reconciliations of these adjustments to our reported revenue are below.

(Dollars in millions)	2014
Revenue as reported	\$19,616
Lohmann Animal Health acquisition adjustment	\$(86)
Adjusted Non-GAAP Revenue	\$19,530

Reconciliations of these adjustments to our reported EPS are below.

	2014
EPS as reported	\$2.23
Eliminate additional U.S. Drug Fee	\$0.11
Eliminate IPR&D charges for acquisition and in-licensing transactions	\$0.12
Eliminate asset impairments, restructuring and other special charges	\$0.38
Eliminate gain related to transfer of commercial rights to Boehringer Ingelheim	\$(0.06)
Non-GAAP EPS	\$2.78
Lohmann Animal Health acquisition adjustment	\$0.05
Adjusted Non-GAAP EPS	\$2.83

Adjustments for 2013-2014 PA

For the 2013-2014 PA payout calculations, the Compensation Committee made the following adjustments to reported EPS consistent with our reporting of non-GAAP financial measures:

- 2014: Eliminated the impact of the charge for an extra year of the U.S. Branded Prescription Drug Fee.
- 2014 and 2013: Eliminated the impact of the charges recognized for acquired in-process research and development related to acquisitions and in-licensing transactions.
- 2014, 2013, and 2012: Eliminated the impact of significant asset impairments, restructuring and other special charges.
- 2014: Eliminated the impact of gain related to transfer of our linagliptin and empagliflozin commercial rights in certain countries to Boehringer Ingelheim.
- 2013 and 2012: Eliminated the impact of income received related to the termination of the exenatide collaboration with Amylin.

Additionally, when the Compensation Committee set 2013-2014 PA targets, the Lohmann Animal Health acquisition was not contemplated. Accordingly, the committee adjusted the 2014 results to neutralize the expected EPS impact of the acquisition.

Reconciliations of these adjustments to our reported EPS are below.

	2014	2013	% Growth 2014 vs. 2013	2012	% Growth 2013 vs. 2012
EPS as reported	\$2.23	\$4.32	(48.4)%	\$3.66	18.0%
Eliminate IPR&D charges for acquisitions and in-licensing transactions	\$0.12	\$0.03		—	
Eliminate asset impairments, restructuring and other special charges	\$0.38	\$0.08		\$0.16	
Eliminate additional U.S. Drug Fee	\$0.11	—		—	
Eliminate gain related to transfer of commercial rights to Boehringer Ingelheim	\$(0.06)	—		—	
Eliminate income from the termination of the exenatide collaboration with Amylin	—	\$(0.29)		\$(0.43)	
Non-GAAP EPS	\$2.78	\$4.15	(33.0)%	\$3.39	22.4%
Lohmann Animal Health Acquisition Adjustment	\$0.05	—		—	
Adjusted Non-GAAP EPS	\$2.83	\$4.15	(31.8)%	\$3.39	22.4%

Numbers do not add due to rounding

Annual Meeting Admission Ticket

Eli Lilly and Company 2015 Annual Meeting of Shareholders
Monday, May 4, 2015
11:00 a.m. EDT

Lilly Center Auditorium
Lilly Corporate Center
Indianapolis, Indiana 46285

The top portion of this page will be required for admission to the meeting.

Please write your name and address in the space provided below and present this ticket when you enter the Lilly Center.

Doors open at 10:15 a.m.

Name _____

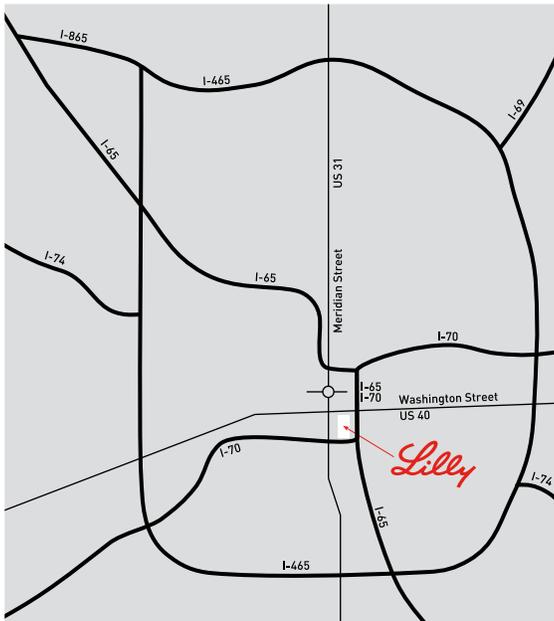
Address _____

City, State, and Zip Code _____

Detach here

Detach here

Parking Pass



DIRECTIONS AND PARKING

From I-70 take Exit 79B; follow signs to McCarty Street. Turn right (east) on McCarty Street; go straight into Lilly Corporate Center. You will be directed to parking. **Be sure to take the admission ticket (the top portion of this page) with you to the meeting and leave this parking pass on your dashboard.**

TAKE THE TOP PORTION OF THIS PAGE WITH YOU TO THE MEETING.

Detach here

Detach here

*Eli Lilly and Company
Annual Meeting of Shareholders
May 4, 2015*

**Complimentary Parking
Lilly Corporate Center**

Please place this identifier on the dashboard of your car as you enter Lilly Corporate Center so it can be clearly seen by security and parking personnel.

Executive Committee

John C. Lechleiter, Ph.D.

Chairman, President, and Chief Executive Officer

Melissa Stapleton Barnes

Senior Vice President, Enterprise Risk Management, and Chief Ethics and Compliance Officer

Enrique A. Conterno

Senior Vice President, and President, Lilly Diabetes

Maria Crowe

President, Manufacturing Operations

Stephen F. Fry

Senior Vice President, Human Resources and Diversity

Michael J. Harrington

Senior Vice President and General Counsel

Jan M. Lundberg, Ph.D.

Executive Vice President, Science and Technology, and President, Lilly Research Laboratories

Susan Mahony, Ph.D.

Senior Vice President, and President, Lilly Oncology

Barton R. Peterson

Senior Vice President, Corporate Affairs and Communications

Derica W. Rice

Executive Vice President, Global Services, and Chief Financial Officer

David A. Ricks

Senior Vice President, and President, Lilly Bio-Medicines

Jeffrey N. Simmons

Senior Vice President, and President, Elanco Animal Health

Fionnuala Walsh, Ph.D.

Senior Vice President, Global Quality

Alfonso G. Zulueta

Senior Vice President, and President, Emerging Markets

Senior Leadership

E. Paul Ahern, Ph.D.

Senior Vice President, Global API and Dry Products Manufacturing and Continuous Improvement

Alex M. Azar II

President, Lilly USA

Robert B. Brown

Senior Vice President, Marketing, and Chief Marketing Officer

Thomas F. Bumol, Ph.D.

Senior Vice President, Biotechnology and Autoimmunity Research, and President, Applied Molecular Evolution

Darren J. Carroll

Senior Vice President, Corporate Business Development

Timothy J. Garnett, M.D.

Senior Vice President, Lilly Research Laboratories, and Chief Medical Officer

Richard B. Gaynor, M.D.

Senior Vice President, Global Oncology Development and Medical Affairs

Thomas W. Grein

Senior Vice President, Finance, and Treasurer

William F. Heath Jr., Ph.D.

Senior Vice President, Product and Clinical: Design, Development, and Delivery

Andrew Hotchkiss

President, Europe/Australia/Canada Operations

Stephen H. Jenison

Senior Vice President, Elanco Manufacturing

Ina B. Kamenz

Senior Vice President, Information Technology, and Chief Information Officer

Myles O'Neill

Senior Vice President, Global Parenteral Drug Product and Delivery Devices Manufacturing

Ora Hirsch Pescovitz, M.D.

Senior Vice President, and U.S. Medical Leader, Lilly Bio-Medicines

Daniel M. Skovronsky, M.D., Ph.D.

Senior Vice President, Clinical and Product Development, Lilly Research Laboratories

Joshua L. Smiley

Senior Vice President, Finance, and Chief Financial Officer, Lilly Research Laboratories

J. Anthony Ware, M.D.

Senior Vice President, Product Development, Lilly Bio-Medicines

Corporate Information

Annual meeting

The annual meeting of shareholders will be held at the Lilly Center Auditorium, Lilly Corporate Center, Indianapolis, Indiana, on Monday, May 4, 2015, at 11:00 a.m. EDT. For more information, see the proxy statement section of this report.

10-K and 10-Q reports

Paper copies of the company's annual report to the Securities and Exchange Commission on Form 10-K and quarterly reports on Form 10-Q are available upon written request to:

Eli Lilly and Company
c/o Corporate Secretary
Lilly Corporate Center
Indianapolis, Indiana 46285

To access these reports more quickly, you can find all of our SEC filings online at: <http://investor.lilly.com/sec.cfm>.

Stock listings

Eli Lilly and Company common stock is listed on the New York Stock Exchange, NYSE Euronext, and SIX Swiss Exchange. NYSE ticker symbol: LLY. Most newspapers list the stock as "Lilly (Eli) and Co."

CEO and CFO certifications

The company's chief executive officer and chief financial officer have provided all certifications required under Securities and Exchange Commission regulations with respect to the financial information and disclosures in this report. The certifications are available as exhibits to the company's Form 10-K and 10-Q reports.

In addition, the company's chief executive officer has filed with the New York Stock Exchange a certification to the effect that, to the best of his knowledge, the company is in compliance with all corporate governance listing standards of the Exchange.

Transfer agent and registrar

Wells Fargo Shareowner Services

Mailing address:

Shareowner Relations Department
P.O. Box 64854
St. Paul, Minnesota 55164-0854

Overnight address:

Shareowner Relations Department
1110 Centre Pointe Curve, Suite 101
Mendota Heights, MN 55120

Telephone: 1-800-833-8699

E-mail: stocktransfer@wellsfargo.com

Internet: www.shareowneronline.com

Dividend reinvestment and stock purchase plan

Wells Fargo Shareowner Services administers the Shareowner Service Plus Plan, which allows registered shareholders to purchase additional shares of Lilly common stock through the automatic investment of dividends. The plan also allows registered shareholders and new investors to purchase shares with cash payments, either by check or by automatic deductions from checking or savings accounts. The minimum initial investment for new investors is \$1,000. Subsequent investments must be at least \$50. The maximum cash investment during any calendar year is \$150,000. Please direct inquiries concerning the Shareowner Service Plus Plan to:

Wells Fargo Shareowner Services
Shareowner Relations Department
P.O. Box 64854
St. Paul, Minnesota 55164-0854
Telephone: 1-800-833-8699

Online delivery of proxy materials

Shareholders may elect to receive annual reports and proxy materials online. This reduces paper mailed to the shareholder's home and saves the company printing and mailing costs. To enroll, go to <http://investor.lilly.com/services.cfm> and follow the directions provided.

For information on Lilly's commitment to corporate responsibility, see www.lilly.com/responsibility

For information on Lilly's commitment to transparency and links to the Lilly Clinical Trial Registry, Lilly Grant Registry, and Lilly political contributions, see www.lilly.com/about/business-practices/Pages/transparency.aspx

For information on Lilly and pharmaceutical industry patient-assistance programs, see Lilly TruAssist: www.lillytruassist.com or call toll-free 1.855.LLY.TRUE (1.855.559.8783)

For the Partnership for Prescription Assistance (sponsored by America's pharmaceutical research companies), see www.pparx.org

For more information about Lilly on social media, you can follow **Eli Lilly and Company** on Facebook, visit LillyPad—our blog focusing on public policy issues—at lillypad.lilly.com, or follow **@LillyPad** on Twitter.



Our name is a promise.

Lilly's commitment to corporate responsibility reflects a legacy going back to our founder, Colonel Eli Lilly. In our Corporate Responsibility Update, we report on Lilly's performance in four key areas:

ADVANCING MEDICAL SCIENCE

Colonel Lilly set out to establish public trust in medicine at a time when many others were selling untested elixirs. Throughout our company's history, we've earned that trust by bringing safe and effective medicines to people around the world. Today, we're increasingly using our assets and expertise to find new, sustainable global health solutions, and working to expand access to people who need our medicines.

IMPROVING GLOBAL HEALTH

Our signature global health programs—the Lilly NCD Partnership and the Lilly MDR-TB Partnership—are helping to improve health outcomes and expand access to medicines to thousands of people today with the potential to benefit millions tomorrow. Elanco, our animal health business, is focused on the important link between hunger and health and is working to break the cycle of hunger in 100 communities by 2017.

STRENGTHENING COMMUNITIES

The Lilly family was committed to improving life in Indianapolis, where we have our global headquarters. Ever since, Lilly people have honored this tradition by strengthening the communities where we work and live. Lilly's Global Day of Service ranks among the largest single-day volunteer events of any U.S. company. And Lilly employees serve in vulnerable communities around the world as part of our Connecting Hearts Abroad program.

OPERATING RESPONSIBLY

At Lilly, we hold to our longstanding values of integrity, excellence, and respect for people. We strive to create a culture that fosters engagement and teamwork, rewards diligence and ethical action, and inspires creativity. This commitment extends to our support for the United Nations Global Compact and its principles related to human rights, labor, the environment, and anti-corruption.

For more information, please see our 2014 Corporate Responsibility Update, posted online in May 2015 at www.lilly.com/responsibility.

A PROMISE FULFILLED—NASCAR driver Ryan Reed, in the No. 16 Ford Mustang for Lilly Diabetes and the American Diabetes Association, wins his first Xfinity Series race at Daytona International Speedway on February 21, 2015. When Ryan was diagnosed with type 1 diabetes four years ago, he was told he would never race again. During his post-race interview on national television, Ryan—a Lilly Diabetes ambassador—reminded others with diabetes that they can accomplish their goals. For more on Ryan's story, visit www.drivetostopdiabetes.org.

A photograph of NASCAR driver Ryan Reed celebrating his victory. He is wearing a red racing suit with white accents and a red and white cap. The suit features the Lilly Diabetes logo, Ford, Goodyear, and Eco Power logos. He has his arms raised in a celebratory gesture, and his mouth is open in a shout. The background is dark with blurred lights and falling confetti.

Eli Lilly and Company
Lilly Corporate Center
Indianapolis, Indiana 46285 USA
317-276-2000 • www.lilly.com