

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

OMB APPROVAL	
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1. Name and Address of Reporting Person <u>Brooks Gordon J.</u>  (Last) (First) (Middle) LILLY CORPORATE CENTER  (Street) INDIANAPOLIS IN 46285  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/15/2024	3. Issuer Name and Ticker or Trading Symbol <u>ELI LILLY &amp; Co [ LLY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Interim CFO, Group VP	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,403	D	
Common Stock	3,694	I	401(k)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit	11/01/2024	11/01/2024	Common Stock	3,067	(1)	D	
Restricted Stock Unit	02/16/2026	02/16/2026	Common Stock	276	(1)	D	
Restricted Stock Unit	11/01/2026	11/01/2026	Common Stock	4,600	(1)	D	
Restricted Stock Unit	02/16/2027	02/16/2027	Common Stock	278	(1)	D	
Phantom Stock	(2)	(2)	Common Stock	741	(2)	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.
- Represent benefits under Eli Lilly and Company's excess savings plan distributable in cash upon the reporting person's retirement or other termination of service.

**Remarks:**

/s/ Jonathan Groff for Gordon J. Brooks, pursuant to authorization attached 07/19/2024

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

For Managing Form ID and Executing Forms 3, 4 and 5

I hereby authorize and designate (i) Anat Hakim, Lilly Corporate Center, Indianapolis, Indiana, (ii) Christopher Anderson, Lilly Corporate Center, Indianapolis, Indiana, (iii) Jonathan Groff, Lilly Corporate Center, Indianapolis, Indiana, and (iv) Valorie Wanner, Lilly Corporate Center, Indianapolis, Indiana, each signing severally and not jointly, with full power of substitution, to take the following actions on my behalf regarding my transactions and holdings in the common stock and other equity securities of Eli Lilly and Company as required by Section 16 of the Securities Exchange Act of 1934 and the rules thereunder (collectively, "Securities Laws"):


1. as applicable, prepare, execute in my name and on my behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, Uniform Application for Access Codes to File on EDGAR and any other documents necessary or appropriate to obtain or maintain codes and passwords enabling me to make electronic filings with the SEC of reports required by the Securities Laws; and
2. sign and file with the SEC on my behalf Forms 3, 4, and 5 (including any amendments thereto).

The undersigned hereby agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at my direction to the attorney-in-fact.

This authorization and designation shall remain in effect until a written revocation is signed by me and provided to Eli Lilly and Company and the attorneys-in-fact listed above.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of the date written below.

Date 7/11/2024

  
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Gordon J. Brooks

