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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 15)\*

**ELI LILLY AND CO**

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(Name of Issuer)

**Common Stock, Without Par Value**

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(Title of Class of Securities)

**532457108**

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(CUSIP Number)

**12/31/2024**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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SCHEDULE 13G

CUSIP No. 532457108

Names of Reporting Persons

1

LILLY ENDOWMENT INC

Check the appropriate box if a member of a Group (see instructions)

2

- (a)  
 (b)

3

Sec Use Only

Citizenship or Place of Organization

4

INDIANA

	Sole Voting Power
5	
Number of Shares	96,891,978.00
Beneficially Owned by Each Reporting Person	Shared Voting Power
6	
With:	0.00
	Sole Dispositive Power
7	
	96,891,978.00
	Shared Dispositive Power
8	
	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	96,891,978.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	10.2 %
12	Type of Reporting Person (See Instructions)
	CO

**Comment for Type of Reporting Person:** The percentage of class represented is based on 949,315,694 shares of common stock outstanding as of October 25, 2024 (the most recent date for which such information is publicly available), as reported on the Issuer's Form 10-Q for the period ended September 30, 2024. This information is provided as of December 31, 2024.

## SCHEDULE 13G

### Item 1.

Name of issuer:

(a)

ELI LILLY AND CO

Address of issuer's principal executive offices:

(b)

LILLY CORPORATE CTR, DROP CODE 1094, INDIANAPOLIS, IN, 46285.

### Item 2.

Name of person filing:

(a)

This statement is filed by Lilly Endowment Inc., a not for profit corporation organized under the laws of the State of Indiana. Lilly Endowment Inc. is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and is a private foundation under Section 509(a) of the Code.

Address or principal business office or, if none, residence:

(b)

The address of the principal business office of Lilly Endowment Inc. is 2801 North Meridian Street, Indianapolis, IN 46208.

Citizenship:

(c)

Indiana

Title of class of securities:

(d)

Common Stock, Without Par Value

CUSIP No.:

(e)

532457108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) 96,891,978 shares as of December 31, 2024 - None of such shares are deemed to be beneficially owned by reason of the possession of Lilly Endowment Inc. of a right to acquire such shares.

Percent of class:

- (b) 10.2% %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

96,891,978 shares

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

96,891,978 shares

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LILLY ENDOWMENT INC

Signature: Diane M. Stenson

Name/Title: Vice President and Treasurer

Date: 01/27/2025