

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

SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

ELI LILLY AND COMPANY

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



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

Your **Vote** Counts!

ELI LILLY AND COMPANY

2022 Annual Meeting
Vote by May 1, 2022
11:59 PM ET



D65173-P64907-Z81602

You invested in ELI LILLY AND COMPANY and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 2, 2022.**

Get informed before you vote

View the Annual Report to Shareholders, Notice of 2022 Annual Meeting of Shareholders and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting them prior to April 18, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call toll free 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 2, 2022
11:00 a.m. EDT

Virtually at:
www.virtualshareholdermeeting.com/LLY2022

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of the following directors, each to serve a three-year term.	
1a. Ralph Alvarez	✔ For
1b. Kimberly H. Johnson	✔ For
1c. Juan R. Luciano	✔ For
2. Approval, on an advisory basis, of the compensation paid to the company's named executive officers.	✔ For
3. Ratification of the appointment of Ernst & Young LLP as the independent auditor for 2022.	✔ For
4. Approval of amendments to the company's Articles of Incorporation to eliminate the classified board structure.	✔ For
5. Approval of amendments to the company's Articles of Incorporation to eliminate supermajority voting provisions.	✔ For
6. Approval of amendments to the company's Articles of Incorporation to give shareholders the ability to amend the company's bylaws.	✔ For
7. Shareholder proposal to amend the bylaws to require an independent board chair.	✘ Against
8. Shareholder proposal to publish an annual report disclosing lobbying activities.	✘ Against
9. Shareholder proposal to disclose lobbying activities and alignment with public policy positions and statements.	✘ Against
10. Shareholder proposal to report oversight of risks related to anticompetitive pricing strategies.	✘ Against

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".



ELI LILLY AND COMPANY
LILLY CORPORATE CENTER
C/O GENERAL COUNSEL AND SECRETARY
INDIANAPOLIS, IN 46235

Your **Vote** Counts!

ELI LILLY AND COMPANY

2022 Annual Meeting
Vote by April 27, 2022
11:59 PM ET



D65175-P64907-Z81602

You invested in ELI LILLY AND COMPANY and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 2, 2022.**

Get informed before you vote

View the Annual Report to Shareholders, Notice of 2022 Annual Meeting of Shareholders and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting them prior to April 18, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call toll free 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 2, 2022
11:00 a.m. EDT

Virtually at:
www.virtualshareholdermeeting.com/LLY2022

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of the following directors, each to serve a three-year term.	
1a. Ralph Alvarez	✓ For
1b. Kimberly H. Johnson	✓ For
1c. Juan R. Luciano	✓ For
2. Approval, on an advisory basis, of the compensation paid to the company's named executive officers.	✓ For
3. Ratification of the appointment of Ernst & Young LLP as the independent auditor for 2022.	✓ For
4. Approval of amendments to the company's Articles of Incorporation to eliminate the classified board structure.	✓ For
5. Approval of amendments to the company's Articles of Incorporation to eliminate supermajority voting provisions.	✓ For
6. Approval of amendments to the company's Articles of Incorporation to give shareholders the ability to amend the company's bylaws.	✓ For
7. Shareholder proposal to amend the bylaws to require an independent board chair.	✗ Against
8. Shareholder proposal to publish an annual report disclosing lobbying activities.	✗ Against
9. Shareholder proposal to disclose lobbying activities and alignment with public policy positions and statements.	✗ Against
10. Shareholder proposal to report oversight of risks related to anticompetitive pricing strategies.	✗ Against

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".