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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 4, 2026

ELI LILLY AND COMPANY

(Exact Name of Registrant as Specified in its Charter)

Indiana
(State or Other Jurisdiction
of Incorporation)

001-06351
(Commission
File Number)

35-0470950
(I.R.S. Employer
Identification No.)

Lilly Corporate Center
Indianapolis, Indiana
(Address of Principal Executive Offices)

46285
(Zip Code)

Registrant's Telephone Number, Including Area Code: (317) 276-2000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (no par value)	LLY	New York Stock Exchange
1.625% Notes due 2026	LLY26	New York Stock Exchange
2.125% Notes due 2030	LLY30	New York Stock Exchange
0.625% Notes due 2031	LLY31	New York Stock Exchange
0.500% Notes due 2033	LLY33	New York Stock Exchange
6.77% Notes due 2036	LLY36	New York Stock Exchange
1.625% Notes due 2043	LLY43	New York Stock Exchange
1.700% Notes due 2049	LLY49A	New York Stock Exchange
1.125% Notes due 2051	LLY51	New York Stock Exchange
1.375% Notes due 2061	LLY61	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Eli Lilly and Company (the “Company”) annual meeting of shareholders (the “2026 Annual Meeting”) was held on May 4, 2026. The total number of shares of the Company's common stock voted in person or by proxy at the 2026 Annual Meeting was 847,254,010, representing approximately 90% of the 944,818,881 shares that were outstanding and entitled to vote as of February 25, 2026, the record date of the 2026 Annual Meeting. Voting results for each matter submitted to a vote at the 2026 Annual Meeting are provided below.

a) The four nominees for director were elected to serve three-year terms ending at the Company's annual meeting of shareholders in 2029, as follows:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Nonvote</u>
Carolyn Bertozzi	761,930,361	1,898,735	939,585	82,485,329
William Kaelin, Jr.	726,270,361	37,418,960	1,079,360	82,485,329
Jon Moeller	749,926,634	13,860,022	982,025	82,485,329
David Ricks	734,760,028	29,119,356	889,297	82,485,329

b) By the following vote, the shareholders approved, on an advisory basis, the compensation paid to the Company's named executive officers:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Nonvote</u>
731,998,717	30,467,278	2,302,686	82,485,329

c) The appointment of Ernst & Young LLP as the Company's independent auditor for 2026 was ratified by the following shareholder vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
802,721,381	43,473,993	1,058,636

d) The proposal to amend the Company's Articles of Incorporation (the “Articles”) to eliminate the classified board structure did not receive the required vote of 80% of outstanding shares. The shareholders voted as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Nonvote</u>
665,371,049	97,677,173	1,720,459	82,485,329

e) The proposal to amend the Articles to eliminate supermajority voting provisions did not receive the required vote of 80% of outstanding shares. The shareholders voted as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Nonvote</u>
664,460,262	98,597,088	1,711,331	82,485,329

f) By the following vote, a shareholder proposal requesting the adoption of a policy and amendment to the bylaws to require an independent board chair was not approved:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Nonvote</u>
257,292,684	505,068,416	2,407,581	82,485,329

g) By the following vote, a shareholder proposal to prepare an annual lobbying report was not approved:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Nonvote</u>
113,417,917	645,415,542	5,935,222	82,485,329

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ELI LILLY AND COMPANY

(Registrant)

By: /s/ Anat Hakim

Name: Anat Hakim

Title: Executive Vice President, General Counsel and Secretary

Date: May 7, 2026