

LILLY ELI & CO  
Form 8-K  
May 29, 2015

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 26, 2015

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

No Change  
(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:

- 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))



Item 8.01. Other Events.

On May 26, 2015, Eli Lilly and Company (the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”), between the Company and the underwriters named therein, for the issuance and sale by the Company of €600,000,000 aggregate principal amount of its 1.000% Notes due 2022 (the “2022 Notes”), €750,000,000 aggregate principal amount of its 1.625% Notes due 2026 (the “2026 Notes”) and €750,000,000 aggregate principal amount of its 2.125% Notes due 2030 (the “2030 Notes”, and together with the 2022 Notes and the 2026 Notes, the “Notes”). The Notes are to be issued pursuant to an Indenture (the “Indenture”), dated February 1, 1991, between the Company and Deutsche Bank Trust Company Americas, as successor to Citibank, N.A., as trustee, and an officers’ certificate setting forth the terms of the Notes (which includes the forms of Notes as exhibits). The offering of the Notes was registered on a Registration Statement on Form S-3 (File No. 333-186979). The 2022 Notes accrue interest at a rate of 1.000% per annum, payable annually, and mature on June 2, 2022. The 2026 Notes accrue interest at a rate of 1.625% per annum, payable annually, and mature on June 2, 2026. The 2030 Notes accrue interest at a rate of 2.125% per annum, payable annually, and mature on June 3, 2030. At the closing of the offering of Notes, which is expected to occur on June 2, 2015, the Company will realize, after deduction of the underwriter’s discount and before deduction of offering expenses, net proceeds of approximately €2,072,719,500.

Upon occurrence of an Event of Default (as defined in the Indenture) with respect to a series of Notes, the principal amount of the Notes of that series may be declared and become due and payable immediately. The Company may, at its election, redeem the Notes, in whole or in part, from time to time at the redemption prices set forth in the Notes. The Company also may, at its election, redeem the Notes in whole, but not in part, upon the occurrence of certain tax events at the redemption prices set forth in the Notes. The above description of the Underwriting Agreement and the Notes is qualified in its entirety by reference to the Underwriting Agreement, the officers’ certificate, the Indenture and the forms of the Notes filed as exhibits hereto, which exhibits are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement.
- 4.1\* Indenture, dated February 1, 1991, between the Company and Deutsche Bank Trust Company Americas, as successor to Citibank, N.A., as Trustee.
- 4.2\*\* Agreement, dated September 13, 2007, appointing Deutsche Bank Trust Company Americas as successor Trustee under the Indenture listed above.
- 4.3 Form of Officers' Certificate establishing the terms and form of the Notes.
- 4.4 Form of 1.000% Note due 2022 (included in Exhibit 4.3 above).
- 4.5 Form of 1.625% Note due 2026 (included in Exhibit 4.3 above).
- 4.6 Form of 2.125% Note due 2030 (included in Exhibit 4.3 above).
- 5.1 Opinion of Covington & Burling LLP.
- 5.2 Opinion of James B. Lootens, Esq.
- 23.1 Consent of Covington & Burling LLP (included as part of Exhibit 5.1).
- 23.2 Consent of James B. Lootens, Esq. (included as part of Exhibit 5.2).

\* Incorporated by reference to the same-numbered exhibit of the Company's Registration Statement on Form S-3 (File No. 333-186979), filed with the SEC on March 1, 2013.

\*\* Incorporated by reference to the same-numbered exhibit of the Company's Report on Form 10-K for the year ended December 31, 2008 (File No. 001-06351), filed with the SEC on February 27, 2009.

---

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/ Thomas W. Grein\_\_\_\_\_

Name: Thomas W. Grein

Title: Senior Vice President and Treasurer

Dated: May 28, 2015