

SGX PHARMACEUTICALS, INC.
Form SC 13D/A
August 21, 2008

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

**SCHEDULE 13 D/A
(Amendment No. 1)
Under the Securities Exchange Act of 1934
SGX PHARMACEUTICALS, INC.**

(Name of Issuer)
Common Stock, par value \$0.01 per share

(Title of Class of Securities)
78423C108

(CUSIP Number)
Robert A. Armitage
Senior Vice President and General Counsel
Eli Lilly and Company
Lilly Corporate Center
Indianapolis, Indiana 46285
(317) 276-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
August 20, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

CUSIP No. 78423C108

SCHEDULE 13D/A

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Eli Lilly and Company

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Indiana

SOLE VOTING POWER

7

NUMBER OF 100 shares

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER

0 shares

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
100 shares

WITH **10** SHARED DISPOSITIVE POWER
0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
100 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
100.0%

14 TYPE OF REPORTING PERSON
CO

Introductory Statement.

This Amendment No. 1 on Schedule 13D (Amendment No. 1) amends the Schedule 13D previously filed by Eli Lilly and Company (Lilly) on July 18, 2008 (the Schedule 13D). Except as specifically set forth herein, the Schedule 13D remains unmodified.

Item 5. Interest in Shares of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) (c) On August 20, 2008, the Merger described in Item 4 was completed. In connection with the Merger and pursuant to Section 3.2(b) of the Merger Agreement, at the effective time of the Merger, all outstanding SGX Shares owned by Lilly or Merger Sub, held by SGX as treasury stock, or for which appraisal rights have been perfected were canceled. Pursuant to Section 3.2(a) of the Merger Agreement, all other outstanding SGX Shares were converted into the right to receive cash at the effective time. Pursuant to Section 3.1 of the Merger Agreement, each share of Merger Sub capital stock was converted at the effective time to one Share of the surviving corporation. The Shares disclosed to be beneficially owned by Lilly in this Amendment No. 1 reflect the Shares of Merger Sub that were converted into Shares in the surviving corporation. Lilly directly owns all 100 outstanding Shares in the surviving corporation.

(d) (e) Inapplicable.

References to, and descriptions of, the Merger Agreement and the Voting Agreement in this Item 5 are qualified in their entirety by reference to the full text of such agreements, which are filed as Exhibit 2.1 to SGX 's Current Report on Form 8-K dated July 8, 2008 and Exhibit 99.2 to the Schedule 13D, respectively, and which are incorporated by this reference in this Item 5.

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.

ELI LILLY AND COMPANY

By: /s/ James B. Lootens

Name: James B. Lootens
Secretary and Deputy General

Title: Counsel

Dated: August 21, 2008