

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bald Eagle Acquisition Corp</u>	2. Date of Event Requiring Statement (Month/Day/Year) 01/10/2020	3. Issuer Name and Ticker or Trading Symbol <u>Dermira, Inc. [DERM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) LILLY CORPORATE CENTER			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Street) INDIANAPOLIS IN 46285			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Bald Eagle Acquisition Corp</u>		
(Last)	(First)	(Middle)
LILLY CORPORATE CENTER		
(Street) INDIANAPOLIS IN 46285		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person* <u>ELI LILLY & Co</u>		
(Last)	(First)	(Middle)
LILLY CORPORATE CENTER		
(Street) INDIANAPOLIS IN 46285		
(City)	(State)	(Zip)

Explanation of Responses:

- Eli Lilly and Company ("Lilly") and its wholly owned subsidiary, Bald Eagle Acquisition Corporation ("Purchaser"), entered into an Agreement and Plan of Merger, dated as of January 10, 2020 (the "Merger Agreement"), with Dermira, Inc. (the "Issuer"), pursuant to which Purchaser will commence a cash tender offer (as may be amended from time to time in accordance with the terms of the Merger Agreement, the "Offer") to purchase all the outstanding shares of common stock, par value \$0.001 per share, of the Issuer (the "Issuer Common Stock"), at a price per share of Issuer Common Stock of \$18.75 (such amount or, as the Offer is amended in accordance with the terms of the Merger Agreement and a different amount per share is paid pursuant to the Offer, such different amount, the "Offer Price"), net to the seller in cash, without interest, on the terms and subject to the conditions set forth in the Merger Agreement. (Continued in Footnote 2)
- Upon successful completion of the Offer, and subject to the terms and conditions of the Merger Agreement, Purchaser will be merged with and into the Issuer (the "Merger") with the Issuer surviving the Merger and becoming a wholly-owned subsidiary of Lilly. (Continued in Footnote 3)
- In connection with the Merger Agreement, Lilly and Purchaser entered into tender and support agreements, each dated as of January 10, 2020 (the "Tender and Support Agreements"), with (i) Bay City Capital and certain of its affiliates (collectively, the "BCC Stockholder") and (ii) New Enterprise Associates and certain of its affiliates (collectively, the "NEA Stockholder"), each of which agreed, subject to certain limited specified exceptions, to tender into the Offer, and not withdraw, all Issuer Common Stock owned of record or beneficially owned or acquired by them after such date (the "Subject Shares"), to vote the Subject Shares in favor of the Merger and vote against certain alternative acquisition proposals to the Merger. (Continued in Footnote 4)
- As of the date hereof, the Subject Shares include 7,057,984 shares of Issuer Common Stock beneficially owned by the BCC Stockholder and the NEA Stockholder. (Continued in Footnote 5)
- As Purchaser is a wholly-owned subsidiary of Lilly, and because Purchaser and Lilly executed the Tender and Support Agreements, each of Purchaser and Lilly (collectively, the "Reporting Persons") may be deemed to have acquired beneficial ownership over the Subject Shares for the purpose of determining its status as a ten percent holder thereof. However, as none of the Reporting Persons have any pecuniary interest in the Subject Shares, beneficial ownership over the Subject Shares is expressly disclaimed for reporting purposes.

Remarks:

/s/ Joshua S. Smiley

01/10/2020

/s/ Heather Wasserman

01/10/2020

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 99.1 - Joint Filer Information

Designated Filer: Eli Lilly and Company
Issuer & Ticker Symbol: Dermira, Inc. (DERM)
Date of Event Requiring Statement: January 10, 2020

Joint Filers:

1. Name: Eli Lilly and Company
Address: Lilly Corporate Center
Indianapolis, Indiana 46285

2. Name: Bald Eagle Acquisition Corporation
Address: Lilly Corporate Center
Indianapolis, Indiana 46285

Exhibit 99.2 - Joint Filers' Signatures

Designated Filer: Eli Lilly and Company
Issuer & Ticker Symbol: Dermira, Inc. (DERM)
Date of Event Requiring Statement: January 10, 2020

ELI LILLY AND COMPANY

By:

/s/ Joshua L. Smiley

Name: Joshua L. Smiley

Title: Senior Vice President and Chief Financial Officer

Date: January 10, 2020

BALD EAGLE ACQUISITION CORPORATION

By:

/s/ Heather Wasserman

Name: Heather Wasserman

Title: President

Date: January 10, 2020