

**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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0104 |
| Estimated average burden hours per response: | 0.5       |

|   |  |   |  |
|---|--|---|--|
| 1. Name and Address of Reporting Person<br><u>Dozier Eric</u><br><br>(Last) (First) (Middle)<br><u>LILLY CORPORATE CENTER</u><br><br>(Street)<br><u>INDIANAPOLIS IN 46285</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>12/25/2022</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>ELILILLY &amp; Co [ LLY ]</u>   |  |
|   |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, HR &amp; Diversity</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |

**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                    | 4,100   | D  |   |
| Common Stock                    | 90  | I  | 401(k)  |

**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 |   |  |  |   |
| Restricted Stock Unit                      | 03/01/2023   | 03/01/2023      | Common Stock 1,602  | (1)  | D  |   |
| Restricted Stock Unit                      | 03/01/2025   | 03/01/2025      | Common Stock 2,403  | (1)  | D  |   |
| Restricted Stock Unit                      | 11/01/2024   | 11/01/2024      | Common Stock 1,534  | (1)  | D  |   |
| Restricted Stock Unit                      | 11/01/2026   | 11/01/2026      | Common Stock 2,300  | (1)  | D  |   |

**Explanation of Responses:**

1. Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Jonathan Groff for Eric Dozier,  
pursuant to authorization attached

01/03/2023

\*\* 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.

LIMITED POWER OF ATTORNEY

For Managing Form ID and Executing Forms 3, 4 and 5

I hereby authorize and designate (i) Anat Hakim, Lilly Corporate Center, Indianapolis, Indiana, (ii) Christopher Anderson, Lilly Corporate Cen

1. as applicable, prepare, execute in my name and on my behalf, and submit to the United States Securities and Exchange Commission (the "SEC

2. sign and file with the SEC on my behalf Forms 3, 4, and 5 (including any amendments thereto).

The undersigned hereby agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at my dire

This authorization and designation shall remain in effect until a written revocation is signed by me and provided to Eli Lilly and Company and

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of the date written below.

November 2, 2022

/s/ Eric Dozier