

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): **June 1, 2017**

ELI LILLY AND COMPANY
(Exact name of registrant as specified in its charter)

Indiana
(State or Other Jurisdiction
of Incorporation)

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

001-06351
(Commission
File Number)

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

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))

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

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 1, 2017, the company announced that Derica W. Rice, executive vice president and chief financial officer, informed the board of directors of his intent to retire from the company, effective December 31, 2017. The company is conducting an internal and external search to identify Mr. Rice's replacement.

A copy of the press release announcing Mr. Rice's retirement is filed as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

Exhibit Number Description

99.1 Press release dated June 1, 2017.

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/ Bronwen L. Mantlo

Name: Bronwen L. Mantlo

Title: Corporate Secretary

Dated: June 1, 2017



June 1, 2017

Eli Lilly and Company

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For Release: Immediately

Refer to: Kelley Murphy; kmurphy@lilly.com; 317-701-4007

Derica Rice to Retire as Lilly Chief Financial Officer

Rice will continue in position through 2017, successor named at a later date

INDIANAPOLIS, June 1, 2017 - Eli Lilly and Company (NYSE: LLY) announced today that Derica Rice, executive vice president global services and chief financial officer, will retire at the end of December 2017 after 27 years of service with the company. Rice is also a member of Lilly's executive committee.

"On behalf of our shareholders, our board, our executive team and the company, I want to thank Derica for his leadership as our CFO over the past eleven years," said David A. Ricks, Lilly's chairman, president and chief executive officer. "Derica has been a core part of Lilly's turnaround, our innovation strategy and our consistent ability to set and then meet targets and commitments. His personal integrity and commitment to our company has been unwavering."

"Derica helped navigate the YZ period, served as a trusted advisor to three CEOs, left a lasting impact on Lilly talent across the globe and transformed our global services delivery organization," said Ricks. "The entire Lilly family would like to thank Derica and wish him the very best in his next set of endeavors."

Rice joined Lilly in 1990, holding numerous roles in finance and operations throughout his career. He was promoted to his current role in May 2006 after serving as Lilly's vice president and controller. Rice also has served as Lilly's general manager in the United Kingdom, executive director and chief financial officer of European operations and chief financial officer for the company's operations in Canada. Rice earned his MBA from Indiana University and a bachelor's degree in electrical engineering from the General Motors Institute.

“It’s been a true calling to work at Lilly, helping people live longer, healthier lives. I can’t think of a more noble pursuit than that,” said Rice. “It’s been a wonderful ride and I’m grateful for the opportunity.”

Lilly is considering internal and external candidates to succeed Rice.

About Eli Lilly and Company

Lilly is a global healthcare leader that unites caring with discovery to make life better for people around the world. We were founded more than a century ago by a man committed to creating high-quality medicines that meet real needs, and today we remain true to that mission in all our work. Across the globe, Lilly employees work to discover and bring life-changing medicines to those who need them, improve the understanding and management of disease, and give back to communities through philanthropy and volunteerism. To learn more about Lilly, please visit us at www.lilly.com and www.lilly.com/newsroom/social-channels.

This press release contains forward-looking statements about leadership changes within Lilly's human pharmaceutical business and reflects Lilly's current beliefs. There are risks and uncertainties related to leadership changes, including with regard to identifying a successor to Mr. Rice and the timing of these changes. For discussion of important risks and uncertainties, please see Lilly's latest Forms 10-Q and 10-K filed with the U.S. Securities and Exchange Commission. Lilly undertakes no duty to update forward-looking statements.

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