

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

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**FORM 8-K**

**Current Report**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **May 4, 2015**

**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**

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(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 5.07. Submission of Matters to a Vote of Security Holders**

We held our annual meeting of shareholders on May 4, 2015. The following is a summary of matters voted on at the meeting.

- a) The four nominees for director were elected to serve three-year terms ending in 2018, as follows:

<b><u>Nominee</u></b>	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Nonvote</u></b>
Katherine Baicker, Ph.D.	817,710,677	5,773,368	1,707,171	119,157,688
J. Erik Fyrwald	790,106,073	33,376,132	1,709,011	119,157,688
Ellen R. Marram	806,596,878	16,768,500	1,825,838	119,157,688
Jackson P. Tai	819,317,233	3,859,387	2,014,596	119,157,688

b) By the following vote, the shareholders approved an advisory vote on compensation paid to named executive officers:

<b>For:</b>	805,171,680
<b>Against:</b>	16,308,056
<b>Abstain:</b>	3,711,480
<b>Broker Nonvote:</b>	119,157,688

c) The appointment of Ernst & Young as our principal independent auditor was ratified by the following shareholder vote:

<b>For:</b>	933,086,620
<b>Against:</b>	9,588,158
<b>Abstain:</b>	1,674,126

As of the record date of the meeting, 1,111,005,041 shares of common stock were issued and outstanding.

## **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/ James B. Lootens  
Name: James B. Lootens  
Title: Corporate Secretary

Dated: May 6, 2015