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

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**FORM 8-K**

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

**Date of Report (Date of Earliest Event Reported): August 13, 2024**

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**ELI LILLY AND COMPANY**

(Exact Name of Registrant as Specified in its Charter)

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**Indiana**  
(State or Other Jurisdiction  
of Incorporation)

**001-06351**  
(Commission  
File Number)

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

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

**46285**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (317) 276-2000**

**Not Applicable**

(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 (see General Instruction A.2.):

- 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))
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Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock (no par value)	LLY	New York Stock Exchange
7 1/8% Notes due 2025	LLY25	New York Stock Exchange
1.625% Notes due 2026	LLY26	New York Stock Exchange
2.125% Notes due 2030	LLY30	New York Stock Exchange
0.625% Notes due 2031	LLY31	New York Stock Exchange
0.500% Notes due 2033	LLY33	New York Stock Exchange
6.77% Notes due 2036	LLY36	New York Stock Exchange
1.625% Notes due 2043	LLY43	New York Stock Exchange
1.700% Notes due 2049	LLY49A	New York Stock Exchange
1.125% Notes due 2051	LLY51	New York Stock Exchange
1.375% Notes due 2061	LLY61	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

On August 13, 2024, Dr. Marschall S. Runge notified the Board of Directors (the "Board") of Eli Lilly and Company (the "Company") of his decision to retire from the Board, effective as of August 31, 2024. Dr. Runge's decision to retire as a director did not arise from any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On August 16, 2024, the Company issued a press release announcing Dr. Runge's retirement from the Board. A copy of the release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#">99.1</a>	<a href="#">Press Release of Eli Lilly and Company, dated August 16, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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/ Anat Hakim

Name: Anat Hakim

Title: Executive Vice President, General Counsel and Secretary

Date: August 16, 2024



Aug. 16, 2024

For Release: Immediately

Refer to: Jordan Bishop; [jordan.bishop@lilly.com](mailto:jordan.bishop@lilly.com); 317-374-1878 (Media)

Joe Fletcher; [jfletcher@lilly.com](mailto:jfletcher@lilly.com); 317-296-2884 (Investors)

### **Lilly announces retirement of Marschall S. Runge from its Board of Directors**

INDIANAPOLIS, Aug. 16, 2024 -- Eli Lilly and Company (NYSE: LLY) announced today that Marschall S. Runge, M.D., Ph.D. is retiring from his role as an independent director of Lilly's board of directors effective Aug. 31, 2024.

Dr. Runge has served on Lilly's board since 2013, including as a member of the board's Science and Technology Committee and Ethics and Compliance Committee. He is currently the CEO of Michigan Medicine, executive vice president for medical affairs at the University of Michigan and dean of the Medical School, and he plans to retire on June 30, 2025. Following retirement from these leadership roles, Dr. Runge will remain on the Medical School faculty as a professor engaged in providing health care and education and will continue his passion for writing.

Dr. Runge has brought decades of experience to Lilly's board, combining extensive knowledge as a physician and scientist with expertise in health care faculty systems, biomedical research, clinical trial design and patient safety. His practical experience as a principal investigator has offered a research-driven perspective on diabetes and obesity treatments.

"On behalf of the company and the entire board, I would like to thank Marschall for his valuable service over the last decade," said David A. Ricks, Lilly chair and CEO. "His expertise in science and medical affairs and his patient-centric perspective have contributed to Lilly's efforts to bring medicines to people around the world. We wish him well in his ongoing efforts to advance health care and education."

#### **About Lilly**

Lilly is a medicine company turning science into healing to make life better for people around the world. We've been pioneering life-changing discoveries for nearly 150 years, and today our medicines help more than 51 million people across the globe.

Harnessing the power of

biotechnology, chemistry and genetic medicine, our scientists are urgently advancing new discoveries to solve some of the world's most significant health challenges: redefining diabetes care; treating obesity and curtailing its most devastating long-term effects; advancing the fight against Alzheimer's disease; providing solutions to some of the most debilitating immune system disorders; and transforming the most difficult-to-treat cancers into manageable diseases. With each step toward a healthier world, we're motivated by one thing: making life better for millions more people. That includes delivering innovative clinical trials that reflect the diversity of our world and working to ensure our medicines are accessible and affordable. To learn more, visit [Lilly.com](https://www.lilly.com) and [Lilly.com/news](https://www.lilly.com/news), or follow us on [Facebook](https://www.facebook.com/lilly), [Instagram](https://www.instagram.com/lilly) and [LinkedIn](https://www.linkedin.com/company/lilly). C-LLY