

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

SERAGEN, INC.
(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE
(Title of Class of Securities)

817474-10-9
(CUSIP Number)

JAMES B. LOOTENS, ASSISTANT SECRETARY AND ASSOCIATE GENERAL COUNSEL,
ELI LILLY AND COMPANY, LILLY CORPORATE CENTER,
INDIANAPOLIS, INDIANA 46285 317-276-5835
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

MAY 11, 1998
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box [] .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No.

817474-10-9

(1) Names of Reporting Persons: Eli Lilly and Company
S.S. or I.R.S. Identification 35-0470950
Nos. of Above Persons

(2) Check the Appropriate Box (a) _____
if a Member of a Group (b) _____
Not Applicable

(3) SEC Use Only

(4) Source of Funds Not Applicable

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) Not Applicable

(6) Citizenship or Place of Organization Indiana

Number of Shares (7) Sole Voting None
Beneficially Owned Power
by Each Reporting (8) Shared Voting 1,787,092
Person With Power
(9) Sole Dispositive 1,787,092
Power
(10) Shared Dispositive None
Power

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,787,092

(12) Check if the Aggregate Amount In Row (11) Excludes Certain Shares Not Applicable

(13) Percent of Class Represented by Amount in Row (11) 5.6%

(14) Type of Reporting Person CO

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On May 11, 1998, Eli Lilly and Company ("Lilly") entered into a Stockholder Voting Agreement ("Voting Agreement") with Ligand Pharmaceuticals Incorporated ("Ligand") in connection with a proposed acquisition of the Issuer by Ligand. The Voting Agreement obligates Lilly to vote its shares of the Issuer's common stock in favor of the proposed merger with Ligand and against any action that would compete with or otherwise adversely affect the proposed merger. Lilly has delivered a proxy to Ligand (irrevocable to the extent permissible under Delaware law) to effectuate the foregoing. In addition, Lilly has agreed not to (i) directly or indirectly take any action to solicit, initiate or encourage the making of any competing acquisition proposal; or (ii) dispose of its shares of the Issuer's common stock prior to the termination of the Voting Agreement.

The Voting Agreement terminates on the earliest of (i) the effective time of the merger with Ligand; (ii) the termination of the Agreement and Plan of Reorganization between Ligand and the Issuer relating to the proposed merger; and (iii) May 1, 2001. A copy of the Voting Agreement, including the form of proxy, is filed herewith as Exhibit A and is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit A. Stockholder Voting Agreement dated as of May 11, 1998, between Lilly and Ligand Pharmaceuticals, Incorporated, including form of Proxy*

* This exhibit is incorporated by reference from Exhibit A to the Schedule 13D filed with respect to the Issuer by Ligand Pharmaceuticals, Incorporated on May 21, 1998.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ELI LILLY AND COMPANY

/s/ Edwin W. Miller

Edwin W. Miller
Vice President and Treasurer

Date: May 21, 1998