
**UNITED STATES
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): July 5, 2024

ELI LILLY AND COMPANY

(Exact Name of Registrant as Specified in its Charter)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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.

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

On June 5, 2024, Eli Lilly and Company (the “Company”) announced that Anat Ashkenazi resigned as executive vice president and chief financial officer of the Company to pursue another career opportunity outside of the pharmaceutical industry. Effective July 15, 2024, Gordon Brooks, age 55, group vice president, controller and corporate strategy, of the Company, will assume the role of interim chief financial officer of the Company.

During his 29-year career with the Company, Mr. Brooks has held various leadership roles across the Company’s finance organization, including as senior vice president, chief procurement officer, from February 2019 to March 2024, prior to becoming the group vice president, controller and corporate strategy. Previous finance leadership roles held by Mr. Brooks include chief financial officer for Lilly U.S. Bio-Medicines, chief financial officer of manufacturing and quality, leader of the Company’s corporate finance investment banking group, and general auditor.

There are no arrangements or understandings between Mr. Brooks and any person pursuant to which Mr. Brooks was selected as an officer. There is no family relationship between Mr. Brooks and any director or executive officer of the Company, and Mr. Brooks is not a party to any transaction subject to Item 404(a) of Regulation S-K involving the Company or any of its subsidiaries.

Ms. Ashkenazi will remain at the Company through the end of July 2024 to facilitate the transition of her responsibilities.

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: July 10, 2024