
**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): May 2, 2022

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 May 2, 2022, the Board of Directors (the “Board”) of Eli Lilly and Company (the “Company”) elected Dr. Mary Lynne Hedley as a new member of the class of 2025, effective May 15, 2022.

Dr. Hedley, age 59, has been a Senior Scientific Fellow at the Broad Institute of MIT and Harvard since January of 2021. Prior to that, she served as Director, President and Chief Operating Officer at TESARO, Inc., a biotechnology company she co-founded in 2010, focused on the development and global commercialization of oncology therapeutics. TESARO was acquired by GlaxoSmithKline plc in 2019.

Prior to founding TESARO, Dr. Hedley was Executive Vice President and Chief Science Officer of the biotechnology company, Abraxis Bioscience, Inc., responsible for research and development, operations, medical affairs and business development.

Dr. Hedley received her bachelor’s degree in Microbiology from Purdue University and her Ph.D. in Molecular and Cellular Immunology from UT Southwestern Medical Center. Dr. Hedley carried out her postdoctoral training at Harvard University in the areas of immunology and gene regulation.

Dr. Hedley will serve on the Ethics and Compliance Committee and the Science and Technology Committee of the Board. The Board of Directors has determined that Dr. Hedley is independent under applicable standards of the New York Stock Exchange and the Company’s director independence guidelines.

There are no arrangements or understandings between Dr. Hedley and any person pursuant to which she was selected as a director. Dr. Hedley is not a party to any transaction subject to Section 404(a) of Regulation S-K involving the Company or any of its subsidiaries. She will participate in the Company’s standard director compensation program as described in the Company’s Definitive Proxy Statement, which was filed with the U.S. Securities and Exchange Commission on March 18, 2022.

On May 6, 2022, the Company issued a press release announcing Dr. Hedley’s appointment to the Board of Directors. A copy of the release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Eli Lilly and Company, dated May 6, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).



May 6, 2022

For Release: Immediately

Refer to: Jordan Bishop; jordan.bishop@lilly.com; 317-473-5712 (Media)
Kevin Hern; hern_kevin_r@lilly.com; 317-277-1838 (Investors)

Mary Lynne Hedley Elected to Lilly Board of Directors

INDIANAPOLIS, May 6, 2022 /PRNewswire/ -- The Board of Directors of Eli Lilly and Company (NYSE:LLY) has elected Mary Lynne Hedley, Ph.D., as a new member, effective May 15, 2022. As a member of Lilly's board, she will serve on both the Science & Technology Committee and the Ethics and Compliance Committee.

Dr. Hedley is an immunologist and cancer cell biologist with considerable pharmaceutical industry experience, particularly within oncology. Since 2021, Dr. Hedley has served as a Senior Scientific Fellow at the Broad Institute of MIT and Harvard. Prior to that, she served as Director, President, and Chief Operating Officer at TESARO, Inc., a biotechnology company she co-founded in 2010, focused on the development and global commercialization of oncology therapeutics. GlaxoSmithKline plc acquired TESARO in 2019. Prior to founding TESARO, Dr. Hedley was Executive Vice President and Chief Science Officer of Abraxis Bioscience, Inc., where she was responsible for research and development, operations, medical affairs, and business development.

"I am delighted to welcome Dr. Mary Lynne Hedley to the Lilly Board of Directors," said David A. Ricks, chairman and chief executive officer. "Mary Lynne has valuable expertise in oncology and the pharmaceutical industry more broadly. Her experience in founding, scaling, and leading biotechnology companies will add tremendous technological and leadership insight to our board."

Dr. Hedley received her Bachelor of Science degree in Microbiology from Purdue University and her Ph.D. in Molecular and Cellular Immunology from UT Southwestern Medical Center. Dr. Hedley completed her postdoctoral training at Harvard University in the areas of immunology and gene regulation.

About Lilly

Lilly unites caring with discovery to create medicines that 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 47 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 and Lilly.com/newsroom. C-LLY