UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2 **UNDER THE SECURITIES EXCHANGE ACT OF 1934 ("ACT")** (AMENDMENT NO. 1)

Eli Lilly and Company

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 532457108 (CUSIP Number)

December 31, 2020 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

 \boxtimes Rule 13d-1(b)

 \square Rule 13d-1(c)

 \Box Rule 13d-1(d)

CUSIP No. 532457108	CUSIP	No.	532457108
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				0 0	
1)	Names of Reporting Persons IRS Identification No. Of Above Persons				
	The I	PNC I	Financial Services Group, Inc. 25-1435979		
2)			ppropriate Box if a Member of a Group (See Instructions)		
	a) 🗆		b) 🗆		
3)	SEC U	JSE OI	NLY		
4)	Citizer	nship c	or Place of Organization		
	Penn	sylva	nnia		
		5)	Sole Voting Power		
	nber of		1,948,954		
	nares eficially	6)	Shared Voting Power		
Own	ned By ach		50,001,182		
Rep	orting	7)	Sole Dispositive Power		
Person With 1,596,522					
		8)	Shared Dispositive Power		
			50,374,248		
9)	Aggre	gate A	amount Beneficially Owned by Each Reporting Person		
	52,012,151				
10)	Check	if the	Aggregate Amount in Row (9) Excludes Certain Shares See Instructions		
11)	Percent of Class Represented by Amount in Row (9)				
	5.44				
12)	Type of Reporting Person (See Instructions)				
	HC				

CUSIP	No. 532	457108	3	Page 2 of 9 Pages	
1)	 Names of Reporting Persons IRS Identification No. Of Above Persons PNC Bancorp, Inc. 51-0326854 				
2)	Check a) □	the Aj	 bpropriate Box if a Member of a Group (See Instructions) b) 		
3)	SEC U	JSE OI	NLY		
4)	Citizer	_	r Place of Organization		
Nun	nber of	5)	Sole Voting Power 1,948,954		
Bene Owr	Shares Beneficially Owned By		Shared Voting Power 50,001,182		
Each Reporting Person 7) Sole Dispositive Power			Sole Dispositive Power 1,596,522		
	8) Shared Dispositive Power 50,374,248				
9)	 9) Aggregate Amount Beneficially Owned by Each Reporting Person 52,012,151 				
10)					
11)					
12)	12) Type of Reporting Person (See Instructions) HC				

CUSIP	No.	532457	7108
CUSIP	No.	532457	/108

Names of Reporting Persons IRS Identification No. Of Above Persons					
PNC Bank, National Association 22-1146430					
 2) Check the Appropriate Box if a Member of a Group (See Instructions) a) □ b) □ 					
3) SEC USE ONLY					
4) Citizenship or Place of Organization					
United States					
5) Sole Voting Power					
Number of 1,948,954					
Shares 6) Shared Voting Power Beneficially					
Owned By Each 50,001,182					
Reporting 7) Sole Dispositive Power					
Person With 1,596,522					
8) Shared Dispositive Power					
50,374,248					
9) Aggregate Amount Beneficially Owned by Each Reporting Person					
52,012,151					
)) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions					
1) Percent of Class Represented by Amount in Row (9)					
5.44					
Type of Reporting Person (See Instructions)					
ВК					

Page 3 of 9 Pages

CUSIP	No.	532457108

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1)						
	IRS Identification No. Of Above Persons					
	PNC	Capi	tal Advisors, LLC 27-0640560			
2)			ppropriate Box if a Member of a Group (See Instructions)			
	a) 🗆]	b) 🗆			
3)	SEC U	JSE OI	NLY			
4)	Citize	nship c	or Place of Organization			
	Dela	ware				
I	2010	5)	Sole Voting Power			
		,				
	nber of		585,427			
	nares eficially	6)	Shared Voting Power			
	ned By		-0-			
E	Each	7)	-0- Sole Dispositive Power			
	orting	/)	Sole Dispositive Fower			
	erson Vith		550,956			
	,	8)	Shared Dispositive Power			
			58,963			
9)	Aggre	gate A	mount Beneficially Owned by Each Reporting Person			
	610,455					
10)						
- /						
11)	Percent of Class Represented by Amount in Row (9)					
	0.06					
12)						
,						
	IA					

1) Names of Reporting Persons IRS Identification No. Of Above Persons PNC Delaware Trust Company 81-0581990 2) Check the Appropriate Box if a Member of a Group (See Instructions) a) b) check the Appropriate Box if a Member of a Group (See Instructions) a) b) SEC USE ONLY 4) Citizenship or Place of Organization Delaware Sole Voting Power 24,840 Shared Voting Power 21,221 Sole Dispositive Power 3,516 9) Aggregate Amount in Row (9) Excludes Certain Shares See Instructions 10) Check if the Aggregate Amount in Row (9) Less than 0.01 Less than 0.01 12) Type of Reporting Person (See Instructions) BK BK	CUSIP	No. 532	45710	8	Page 5 of 9 Pages		
2) Check the Appropriate Box if a Member of a Group (See Instructions) a) b) clicket the Appropriate Box if a Member of a Group (See Instructions) a) b) clicket the Appropriate Box if a Member of a Group (See Instructions) a) b) clicket the Appropriate Box if a Member of a Group (See Instructions) clicket the Appropriate Box if a Member of a Group (See Instructions) clicket the Appropriate Box if a Member of a Group (See Instructions) clicket the Appropriate Box if a Member of a Group (See Instructions) clicket the Appropriate Box if a Member of a Group (See Instructions) clicket the Appropriate Box if a Member of a Group (See Instructions) clicket the Appropriate Box if a Member of a Group (See Instructions) Check if the Appropriate Amount in Row (9) Less than 0.01 Type of Reporting Person (See Instructions) 	1)	IRS Identification No. Of Above Persons					
a) b) b) 3) SEC USE ONLY 4) Citizenship or Place of Organization Delaware 5) Sole Voting Power 24,840 Shares Beneficially 0 Each Reporting 7) Sole Dispositive Power 21,221 8) Shared Dispositive Power 21,221 8) Shared Dispositive Power 3,516 9) Aggregate Amount Beneficially Owned by Each Reporting Person 24,840 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions 11) Percent of Class Represented by Amount in Row (9) Less than 0.01 12) Type of Reporting Person (See Instructions)	2)						
4) Citizenship or Place of Organization Delaware Number of 5) Sole Voting Power Shares 6) Shared Voting Power Beneficially -0- Owned By -0- Person 7) Sole Dispositive Power 21,221 8) Shared Dispositive Power 21,221 8) Shared Dispositive Power 3,516 3,516 3 9) Aggregate Amount Beneficially Owned by Each Reporting Person 24,840 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions 11) Percent of Class Represented by Amount in Row (9) Less than 0.01 Its of Reporting Person (See Instructions)	_)						
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11) Percent of Class Represented by Amount in Row (9) Less than 0.01 12) Type of Reporting Person (See Instructions)	10)						
11) Percent of Class Represented by Amount in Row (9) Less than 0.01 12) Type of Reporting Person (See Instructions)							
Less than 0.01 12) Type of Reporting Person (See Instructions)							
12) Type of Reporting Person (See Instructions)	11)	1) Percent of Class Represented by Amount in Row (9)					
12) Type of Reporting Person (See Instructions)		Less than 0.01					
ВК	12)						
DK		$\mathbf{D}V$					
		BK					

CUSIP No. 532457108						
1)	Names of Reporting Persons IRS Identification No. Of Above Persons					
			tments LLC 42-1604685			
2)	Check a) □		ppropriate Box if a Member of a Group (See Instructions)b) 			
3)	SEC U	JSE O	NLY			
4)	Citizer	nship o	r Place of Organization			
	Dela	ware				
		5)	Sole Voting Power			
Nu	mber of		-0-			
	hares eficially	6)	Shared Voting Power			
Ow	rned By Each		1,182			
Re	porting	7)	Sole Dispositive Power			
	erson With		1,182			
		8)	Shared Dispositive Power			
	10,773					
9)	9) Aggregate Amount Beneficially Owned by Each Reporting Person					
	11,955					
10)	0) Check if the Aggregate Amount in Row (9) Excludes Certain Shares See Instructions					
11)		t of C	ass Represented by Amount in Row (9)			
	Less than 0.01					
	Less	unan	J.01			

12)

BD

Type of Reporting Person (See Instructions)

ITEM 1(a) - NAME OF ISSUER:

Eli Lilly and Company

ITEM 1(b) - ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Lilly Corporate Center Indianapolis, Indiana 46285

ITEM 2(a) - NAME OF PERSON FILING:

The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.; PNC Bank, National Association; PNC Capital Advisors, LLC; PNC Delaware Trust Company; and PNC Investments LLC

ITEM 2(b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The PNC Financial Services Group, Inc. - 300 Fifth Avenue, Pittsburgh, PA 15222-2401 PNC Bancorp, Inc. - 222 Delaware Avenue, Wilmington, DE 19801 PNC Bank, National Association - 300 Fifth Avenue, Pittsburgh, PA 15222-2401 PNC Capital Advisors, LLC - 300 Fifth Avenue, Pittsburgh, PA 15222-2401 PNC Delaware Trust Company - 222 Delaware Avenue, Wilmington, DE 19801 PNC Investments LLC - 300 Fifth Avenue, Pittsburgh, PA 15222-2401

ITEM 2(c) - CITIZENSHIP:

The PNC Financial Services Group, Inc. - Pennsylvania PNC Bancorp, Inc. - Delaware PNC Bank, National Association - United States PNC Capital Advisors, LLC - Delaware PNC Delaware Trust Company - Delaware PNC Investments LLC - Delaware

ITEM 2(d) - TITLE OF CLASS OF SECURITIES:

Common

ITEM 2(e) - CUSIP NUMBER:

532457108

ITEM 3 - IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

- (b)⊠ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)□ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)⊠ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) \Box An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)□ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) □ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the InvestmentCompany Act (15 U.S.C. 80a-3);
- (j) \Box A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) \Box Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 2020:

(a) Amount Beneficially Owned:	52,012,151
(b) Percent of Class:	5.44
(c) Number of shares to which such person has:	
(i) sole power to vote or to direct the vote	1,948,954
(ii) shared power to vote or to direct the vote	50,001,182
(iii) sole power to dispose or to direct the disposition of	1,596,522
(iv) shared power to dispose or to direct the disposition of	50,374,248

Of the total shares of common stock reported herein, 50,000,000 shares (5.23% of the class) are held in the Eli Lilly and Company Compensation Trust account for which PNC Bank, National Association (PNC Bank") serves as directed trustee. PNC Bank serves as directed trustee and is deemed to share both voting power and investment discretion with respect to those 50,000,000 shares.

Of the total shares of common stock reported herein, 1,364,901 shares are held in accounts at PNC Bank in a fiduciary capacity for clients outside of the above-referenced trust.

Of the total shares of common stock reported herein, 610,455 shares are held in accounts at PNC Capital Advisors, LLC in a fiduciary capacity for clients outside of the above-referenced trust.

Of the total shares of common stock reported herein, 24,840 shares are held in accounts at PNC Delaware Trust Company in a fiduciary capacity for clients outside of the above-referenced trust.

Of the total shares of common stock reported herein, 11,955 shares are held in accounts at PNC Investments LLC in a fiduciary capacity for clients outside of the above-referenced trust.

The inclusion of the reporting persons and such securities in this report shall not be deemed an admission of beneficial ownership by the reporting persons for the purposes of Section 13(d) or 13(g) of the Act, or for any other purposes.

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

PNC Bank, as directed trustee, shares the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock held by the Eli Lilly and Company Compensation Trust account noted in Item 4 above. The beneficiaries of the trust have the right to receive dividends from the common stock in their respective accounts.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Included are the following subsidiaries of The PNC Financial Services Group, Inc. - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp, Inc.)

PNC Capital Advisors, LLC - IA (wholly owned subsidiary of PNC Bank, National Association)

PNC Delaware Trust Company - BK (wholly owned subsidiary of PNC Bank, National Association)

PNC Investments LLC - BD (wholly owned subsidiary of PNC Bank, National Association)

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 12, 2021	February 12, 2021	
Date	Date	
By: /s/ Gregory H. Kozich	By: /s/ William D. Mennonna	
Signature - The PNC Financial Services Group, Inc.	Signature – PNC Capital Advisors, LLC	
Gregory H. Kozich, Senior Vice President & Controller	William D. Mennonna, Chief Risk Officer	
Name & Title	Name & Title	
February 12, 2021	February 12, 2021	
Date	Date	
By: /s/ Janet Jolles	By: /s/ Janet Jolles	
Signature - PNC Bancorp, Inc.	Signature – PNC Delaware Trust Company	
Janet Jolles, Chairman & President	Janet Jolles, Fiduciary Director	
Name & Title	Name & Title	
February 12, 2021	February 12, 2021	
Date	Date	
By: /s/ Gregory H. Kozich	By: /s/ Richard R. Guerrini	
Signature – PNC Bank, National Association	Signature – PNC Investments LLC Richard R.	
Gregory H. Kozich, Executive Vice President & Caontroller	Guerrini, President & CEO	
Name & Title	Name & Title	

AN AGREEMENT TO FILE A JOINT STATEMENT WAS PREVIOUSLY FILED