

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Bald Eagle Acquisition Corp</u> (Last) (First) (Middle) LILLY CORPORATE CENTER (Street) INDIANAPOLIS IN 46285 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dermira, Inc. [DERM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2020	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/20/2020		p ⁽¹⁾⁽²⁾		40,926,025 ⁽¹⁾⁽²⁾	A	\$18.75	100 ⁽¹⁾⁽²⁾⁽³⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Bald Eagle Acquisition Corp
 (Last) (First) (Middle)
 LILLY CORPORATE CENTER
 (Street)
 INDIANAPOLIS IN 46285
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ELI LILLY & Co
 (Last) (First) (Middle)
 LILLY CORPORATE CENTER
 (Street)
 INDIANAPOLIS IN 46285
 (City) (State) (Zip)

Explanation of Responses:

- Eli Lilly and Company ("Lilly") and its wholly-owned subsidiary, Bald Eagle Acquisition Corporation ("Purchaser"), entered into an Agreement and Plan of Merger, dated as of January 10, 2020 (the "Merger Agreement"), with Dermira, Inc. (the "Issuer"), pursuant to which Purchaser commenced a cash tender offer (as amended from time to time in accordance with the terms of the Merger Agreement, the "Offer") to purchase all the outstanding shares of common stock, par value \$0.001 per share, of the Issuer ("Issuer Common Stock"), at a price per share of Issuer Common Stock of \$18.75 (such amount or, as the Offer is amended in accordance with the terms of the Merger Agreement and a different amount per share is paid pursuant to the Offer, such different amount, the "Offer Price"), net to the seller in cash, without interest, on the terms and subject to the conditions set forth in the Merger Agreement. As a result of the Offer, Purchaser acquired 40,926,025 shares of Issuer Common Stock.
- Reflects all of the outstanding shares of the Issuer not tendered in the Offer, which may be deemed to have been acquired by Lilly and Purchaser pursuant to the consummation of the transactions contemplated by the Merger Agreement.
- Effective on February 20, 2020, Purchaser was merged with and into the Issuer, with the Issuer surviving the Merger as a wholly-owned subsidiary of Lilly (the "Merger"). As a result of the Merger, all of the outstanding shares of Issuer Common Stock (other than those owned by Lilly or Purchaser) were cancelled and converted into the right to receive the merger consideration under the Merger Agreement. Following and as a result of the Merger, Lilly owned 100 shares of Issuer Common Stock, which represents all of the outstanding shares of common stock of the Issuer.

Remarks:

Exhibit 99.1 (Joint Filer Information) and Exhibit 99.2 (Joint Filer Signatures) are incorporated herein by reference.

[See Exhibit 99.2 for signatures](#) 02/20/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Exhibit 99.1 - Joint Filer Information

Designated Filer: Bald Eagle Acquisition Corporation

Issuer & Ticker Symbol: Dermira, Inc. (DERM)

Date of Earliest Transaction Required to be Reported: February 20, 2020

Joint Filers:

1. Name: Bald Eagle Acquisition Corporation

Lilly Corporate Center

Indianapolis, IN 46285

Relationship of Joint Filer to Issuer: 10% Owner

2. Name: Eli Lilly and Company

Lilly Corporate Center

Indianapolis, IN 46285

Relationship of Joint Filer to Issuer: 10% Owner

Exhibit 99.2 - Joint Filers' Signatures

Designated Filer: Bald Eagle Acquisition Corporation

Issuer & Ticker Symbol: Dermira, Inc. (DERM)

Date of Earliest Transaction Required to be Reported: February 20, 2020

BALD EAGLE ACQUISITION CORPORATION

By:

/s/ Heather Wasserman

Name: Heather Wasserman

Title: President

Date: February 20, 2020

ELI LILLY AND COMPANY

By:

/s/ Joshua L. Smiley

Name: Joshua L. Smiley

Title: Senior Vice President and Chief Financial Officer

Date: February 20, 2020