

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

<b>1. Name and Address of Reporting Person*</b> <u>LILLY ELI &amp; CO</u> <hr/> (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u> <hr/> (Street) <u>INDIANAPOLIS IN 46285</u> <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/17/2017	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>CoLucid Pharmaceuticals, Inc. [ CLCD ]</u> <hr/> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common stock<sup>(1)(2)</sup></u>	<u>54,683</u>	<u>D<sup>(1)(2)</sup></u>	

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

<b>1. Name and Address of Reporting Person*</b> <u>LILLY ELI &amp; CO</u> <hr/> (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u> <hr/> (Street) <u>INDIANAPOLIS IN 46285</u> <hr/> (City) (State) (Zip)
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<b>1. Name and Address of Reporting Person*</b> <u>ProCar Acquisition Corp</u> <hr/> (Last) (First) (Middle) <u>LILLY CORPORATE CENTER</u> <hr/> (Street) <u>INDIANAPOLIS IN 46285</u> <hr/> (City) (State) (Zip)
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**Explanation of Responses:**

1. Eli Lilly and Company directly owns 54,683 shares of CoLucid Pharmaceuticals, Inc. (the "Issuer") common stock, which represents approximately 0.3% of all shares outstanding as of January 12, 2017. Each of the Reporting Persons may be deemed to have become a 10% Owner of the Issuer in connection with the entry into certain Tender and Support Agreements dated as of January 17, 2017 (the "Tender Agreements"), by and among the Reporting Persons and each of Novo A/S, A.M. Pappas Life Science Ventures III, L.P., PV III CEO Fund, LP, Pappas Capital, LLC and TVM Life Science Ventures VII, L.P. (each, a "Stockholder"), representing an aggregate of 6,694,843 shares of the Issuer's common stock beneficially owned by the Stockholders. The Tender Agreements were entered into in connection with the Agreement and Plan of Merger, dated as of January 17, 2017, by and among the Reporting Persons and the Issuer.

2. The Reporting Persons exercise voting power in limited situations over such shares of the Issuer's common stock through the grant of an irrevocable proxy by each of the Stockholders in the Tender Agreements. The Reporting Persons have no pecuniary interest in any of such shares of the Issuer's common stock.

**Remarks:**

/s/ Derica W. Rice, Eli Lilly and Company      01/27/2017

/s/ Darren J. Carroll, ProCar Acquisition Corporation      01/27/2017

\*\* 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 5 (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.**