

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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ELI LILLY AND COMPANY  
(Exact name of registrant as specified in its charter)

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Indiana  
(State or other jurisdiction  
of incorporation or organization)

35-0470950  
(I.R.S. Employer  
Identification No.)

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Lilly Corporate Center  
Indianapolis, Indiana 46285  
317-276-2000  
(Address, including zip code, and telephone number, including  
area code of registrant's principal executive offices)

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REBECCA O. GOSS, Esq.  
Vice President and General Counsel  
Eli Lilly and Company  
Lilly Corporate Center  
Indianapolis, Indiana 46285  
317-276-2000  
(Name, address, including zip code, and telephone number,  
including area code of agent for services)

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Copies to:

Steven P. Lund, Esq.  
Dewey Ballantine  
1301 Avenue of the Americas  
New York, New York 10019-6092

Keith L. Kearney, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017

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By filing this Post-Effective Amendment No. 1 to its Registration Statement with the Securities and Exchange Commission (the "Commission"), the Registrant is requesting the deregistration of \$24,250,000 aggregate principal amount of Debt Securities. Registrant previously registered \$500,000,000 aggregate principal amount of Debt Securities with the Commission.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on April 17, 1995.

ELI LILLY AND COMPANY

By /s/ Randall L. Tobias

(Randall L. Tobias, Chairman of the Board  
and Chief Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature   | Title  | Date           |
|---|--|----------------|
| <u>/s/ Randall L. Tobias</u><br>(Randall L. Tobias)                         | Chairman of the Board,<br>Chief Executive<br>Officer, and a<br>Director (principal<br>executive officer)   | April 17, 1995 |
| <u>/s/ James M. Cornelius</u><br>(James M. Cornelius)                       | Vice President, Finance,<br>Chief Financial<br>Officer, and a Director<br>(principal financial<br>officer) | April 17, 1995 |
| <u>/s/ Arnold C. Hanish</u><br>(Arnold C. Hanish)                           | Chief Accounting Officer<br>(principal accounting<br>officer)  | April 17, 1995 |
| <u>/s/ Steven C. Beering, M.D.</u><br>(Steven C. Beering, M.D.)             | Director   | April 17, 1995 |
| <u>(James W. Cozad)</u>   | Director   | April 17, 1995 |
| <u>/s/ Alfred G. Gilman, M.D., Ph.D.</u><br>(Alfred G. Gilman, M.D., Ph.D.) | Director   | April 17, 1995 |



| Signature   | Title    | Date           |
|---|----------|----------------|
| /s/ Karen N. Horn, Ph.D.<br>_____<br>(Karen N. Horn, Ph.D.)                                 | Director | April 17, 1995 |
| /s/ J. Clayburn La Force, Jr., Ph.D.<br>_____<br>(J. Clayburn La Force, Jr., Ph.D.)         | Director | April 17, 1995 |
| /s/ Kenneth L. Lay, Ph.D.<br>_____<br>(Kenneth L. Lay, Ph.D.)                               | Director | April 17, 1995 |
| /s/ Franklyn G. Prendergast, M.D., Ph.D.<br>_____<br>(Franklyn G. Prendergast, M.D., Ph.D.) | Director | April 17, 1995 |
| /s/ Kathi P. Seifert<br>_____<br>(Kathi P. Seifert)   | Director | April 17, 1995 |
| /s/ Stephen A. Stitle<br>_____<br>(Stephen A. Stitle)                                       | Director | April 17, 1995 |
| /s/ Sidney Taurel<br>_____<br>(Sidney Taurel)   | Director | April 17, 1995 |
| /s/ August M. Watanabe, M.D.<br>_____<br>(August M. Watanabe, M.D.)                         | Director | April 17, 1995 |
| /s/ Alva O. Way<br>_____<br>(Alva O. Way)   | Director | April 17, 1995 |
| /s/ Richard D. Wood<br>_____<br>(Richard D. Wood)   | Director | April 17, 1995 |





April 20, 1995

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Eli Lilly and Company Post-Effective  
Amendment No. 1 to Form S-3 Registration  
Statement (Registration No. 33-38347)

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Dear Sirs:

On behalf of Eli Lilly and Company (the "Company"),  
transmitted herewith by electronic transmission under the EDGAR  
system is Post-Effective Amendment No. 1 to the Registration  
Statement on Form S-3 (Registration No. 33-38347) (the "Amendment").

By this Amendment, the Company is deregistering \$24,250,000  
aggregate principal amount of Debt Securities.

Should you have any questions in connection with this filing,  
please call me collect at (212) 259-6746.

Very truly yours,

Joon S. Kim

Enclosures