

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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:	3235-0104
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1. Name and Address of Reporting Person* <u>Van Naarden Jacob</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>09/05/2021</u>		3. Issuer Name and Ticker or Trading Symbol <u>ELILILLY &amp; Co [ LLY ]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, CEO LoxoONC, Pres LlyONC</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)	
<u>LILLY CORPORATE CENTER</u>						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street) <u>INDIANAPOLIS IN 46285</u>							
(City) (State) (Zip)							

**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</u>	<u>4,692</u>	<u>D</u>	
<u>Common Stock</u>	<u>4,342</u>	<u>I</u>	<u>Van Naarden Family Trust<sup>(1)</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			
<u>Restricted Stock Unit</u>	<u>02/16/2023</u>	<u>02/16/2023</u>	<u>Common Stock</u>	<u>2,785</u>	<u>(2)</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>02/16/2022</u>	<u>02/16/2022</u>	<u>Common Stock</u>	<u>5,461</u>	<u>(2)</u>	<u>D</u>	

**Explanation of Responses:**

- The reported securities are held in a spousal lifetime access trust, of which the Reporting Person's wife is the trustee and the Reporting Person's wife and child are beneficiaries. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.
- Each restricted stock unit represents a contingent right to receive one share of Eli Lilly and Company common stock.

**Remarks:**

Exhibit 24 Power of Attorney

Jonathan Groff for Jacob Van Naarden, 09/07/2021  
authorization attached

\*\* 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.

Jacob Van Naarden  
Lilly Corporate Center  
Indianapolis, Indiana 46285

Securities and Exchange Commission  
Washington, D.C. 20549

Authorization Regarding Reporting Forms

I hereby authorize and designate the following persons to sign and file with the Commission on my behalf Forms 3, 4, and 5 (including any amendments)

Anat Hakim, Lilly Corporate Center, Indianapolis, Indiana

Erin Conway, Lilly Corporate Center, Indianapolis, Indiana

Jonathan Groff, Lilly Corporate Center, Indianapolis, Indiana

This authorization and designation shall remain in effect until a written revocation is signed by me and provided to the Commission.

Date: August 18, 2021

/s/ Jacob Van Naarden