

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Tyto Acquisition Corp</u> <hr/> (Last) (First) (Middle) LILLY CORPORATE CENTER <hr/> (Street) INDIANAPOLIS IN 46285 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Prevail Therapeutics Inc. [PRVL]</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) 01/22/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/22/2021		P	(1)(2)(3)	34,284,789	(1)(2)(3)(4)	A	\$22.5	(1)(2)(3)(4)	100	(1)(2)(3)(4)	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Tyto Acquisition Corp</u> <hr/> (Last) (First) (Middle) LILLY CORPORATE CENTER <hr/> (Street) INDIANAPOLIS IN 46285 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>ELI LILLY & Co</u> <hr/> (Last) (First) (Middle) LILLY CORPORATE CENTER <hr/> (Street) INDIANAPOLIS IN 46285 <hr/> (City) (State) (Zip)

Explanation of Responses:

- Eli Lilly and Company ("Lilly") and its wholly-owned subsidiary, Tyto Acquisition Corporation ("Purchaser"), entered into an Agreement and Plan of Merger, dated as of December 14, 2020 (the "Merger Agreement"), with Prevail Therapeutics 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 \$0.0001 per share, of the Issuer ("Issuer Common Stock"), at a price per share of Issuer Common Stock of (a) \$22.50 per Share, net to the seller in cash, without interest and less any applicable tax withholding, plus (b) one non-tradable contingent value right (a "CVR"),
- (continued from footnote 1) which CVR represents the contractual right to receive a contingent payment of up to \$4.00 per share, net to the seller in cash, without interest, which amount (or such lesser amount as determined in accordance with the terms and conditions of such contingent value right) will become payable, if at all, if a specified milestone is achieved prior to December 1, 2028, on the terms and subject to the conditions set forth in the Merger Agreement.
- As of one minute after 11:59 PM, Eastern time, on January 21, 2021, when the Offer expired, approximately 27,374,689 Shares were validly tendered and not validly withdrawn in accordance with the terms of the Offer. On January 22, 2021, Purchaser accepted for payment, and expects to as soon as practicable pay for, all Shares validly tendered and not validly withdrawn prior to the expiration of the Offer. Pursuant to the Merger Agreement, on January 22, 2021, Purchaser merged with and into the Issuer pursuant to Section 251(h) of the General Corporation Law of the State of Delaware and without any stockholder vote, with Issuer surviving as a wholly-owned subsidiary of Lilly (the "Merger").

4. At the effective time of the Merger (the "Effective Time"), and as a result of the Merger, all outstanding shares of capital stock of Purchaser issued and outstanding immediately prior to the Effective Time were converted into an aggregate of 100 shares of newly and validly issued, fully paid and non-assessable shares of common stock of Issuer, as the surviving corporation. Consequently, following the consummation of the Merger on January 22, 2021, Lilly became the owner of 100 shares of common stock of Issuer, representing the only outstanding capital of 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 01/22/2021](#)

** 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: Tyto Acquisition Corporation
Issuer & Ticker Symbol: Prevail Therapeutics Inc. (PRVL)
Date of Earliest Transaction Required to be Reported: January 22, 2021

Joint Filers:

1. Name: Tyto 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: Tyto Acquisition Corporation
Issuer & Ticker Symbol: Prevail Therapeutics Inc. (PRVL)
Date of Earliest Transaction Required to be Reported: January 22, 2021

TYTO ACQUISITION CORPORATION

By:

/s/ Kenneth L. Custer

Name: Kenneth L. Custer

Title: President

Date: January 22, 2021

ELI LILLY AND COMPANY

By:

/s/ Joshua L. Smiley

Name: Joshua L. Smiley

Title: Senior Vice President and Chief Financial Officer

Date: January 22, 2021