



SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event  
reported) August 14, 2002

Eli Lilly and Company  
(Exact name of registrant as specified in its charter)

Indiana  
(State of other jurisdic-  
tion of incorporation)

001-6351  
(Commission  
File Number)

35-0470950  
(IRS Employer  
Identification No.)

Lilly Corporate Center, Indianapolis, Indiana  
(Address of principal executive offices)

46285  
(Zip Code)

Registrant's telephone number, including area code: (317) 276-2000

No Change  
(Former name or former address, if changed since last report)

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[SIGNATURE](#)

[Certification of CEO](#)

[Certification of CFO](#)

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Item 9. Regulation FD Disclosure.

On August 14, 2002, pursuant to the Commission's Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, No. 4-460, the Registrant's Chief Executive Officer and Chief Financial Officer submitted to the Commission their statements under oath regarding the Registrant's 2001 annual report on Form 10-K, 2002 definitive proxy materials, and all reports on Forms 10-Q and 8-K subsequent to the filing of the Registrant's 2001 Form 10-K. Those statements were made in the prescribed form without exceptions or modifications.

The statements are attached as exhibits to this Form 8-K.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ELI LILLY AND COMPANY  
(Registrant)

By: /s/ Charles E. Golden  
Name: Charles E. Golden  
Title: Executive Vice President and  
Chief Financial Officer

Dated: August 14, 2002



Eli Lilly and Company  
Lilly Corporate Center  
Indianapolis, Indiana 46285  
U.S.A.

[www.lilly.com](http://www.lilly.com)

Date: August 13, 2002

Mr. Jonathan G. Katz  
Secretary, Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549-0609

Re: OMB Number: 3235-0569

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings**

Dear Mr. Katz:

I, Sidney Taurel, Chairman of the Board, President, and Chief Executive Officer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Eli Lilly and Company, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Eli Lilly and Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the December 31, 2001 Annual Report on Form 10-K of Eli Lilly and Company;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Eli Lilly and Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

/s/ SIDNEY TAUREL

Sidney Taurel  
August 13, 2002

Subscribed and sworn to  
before me this 13th day of  
August 2002.

/s/ JANE J. SPRINGER

Notary Public  
My Commission Expires: February 23, 2008



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Lilly Corporate Center  
Indianapolis, Indiana 46285  
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Date: August 13, 2002

Mr. Jonathan G. Katz  
Secretary, Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549-0609

Re: OMB Number: 3235-0569

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings**

Dear Mr. Katz:

I, Charles E. Golden, Executive Vice President and Chief Financial Officer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Eli Lilly and Company, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Eli Lilly and Company's audit committee.

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- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Eli Lilly and Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

/s/ CHARLES E. GOLDEN

Charles E. Golden  
August 13, 2002

Subscribed and sworn to  
before me this 13th day of  
August 2002.

/s/ JANE J. SPRINGER

Notary Public  
My Commission Expires: February 23, 2008