
**UNITED STATES
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): November 19, 2024

ELI LILLY AND COMPANY

(Exact Name of Registrant as Specified in its Charter)

Indiana
(State or Other Jurisdiction
of Incorporation)

001-06351
(Commission
File Number)

35-0470950
(I.R.S. 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

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (no par value)	LLY	New York Stock Exchange
7 1/8% Notes due 2025	LLY25	New York Stock Exchange
1.625% Notes due 2026	LLY26	New York Stock Exchange
2.125% Notes due 2030	LLY30	New York Stock Exchange
0.625% Notes due 2031	LLY31	New York Stock Exchange
0.500% Notes due 2033	LLY33	New York Stock Exchange
6.77% Notes due 2036	LLY36	New York Stock Exchange
1.625% Notes due 2043	LLY43	New York Stock Exchange
1.700% Notes due 2049	LLY49A	New York Stock Exchange
1.125% Notes due 2051	LLY51	New York Stock Exchange
1.375% Notes due 2061	LLY61	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 19, 2024, the Board of Directors (the “Board”) of Eli Lilly and Company (the “Company”) elected Jon Moeller as a new member of the Board, effective December 1, 2024. In addition, on November 19, 2024, Karen Walker notified the Board of her resignation from the Board effective December 31, 2024. Starting in 2025, Ms. Walker is expected to collaborate with the Company on certain digital commercial activities.

Mr. Moeller, 60, is the Chairman of the Board, President and Chief Executive Officer of Procter & Gamble (“P&G”). Mr. Moeller is a strong leader who has served as an integral part of P&G’s leadership team for over two decades, having held key positions within P&G’s finance, business, and strategy functions. Mr. Moeller will serve on both the Board's Audit Committee and the Directors and Corporate Governance Committee and will stand for election by Company shareholders at the Company’s annual meeting in May 2026.

The Board has determined that Mr. Moeller is independent under applicable standards of the New York Stock Exchange and the Company’s director independence guidelines. There are no arrangements or understandings between Mr. Moeller and any person pursuant to which he was selected as a director. Mr. Moeller is not a party to any transaction subject to Section 404(a) of Regulation S-K involving the Company or any of its subsidiaries. He will participate in the Company’s standard director compensation program as described in the Company’s Definitive Proxy Statement.

Ms. Walker has served on the Board since 2018, including as a member of the Board’s Audit and Talent and Compensation Committees. Ms. Walker's decision to resign from the Board did not arise from any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On November 19, 2024, the Company issued a press release announcing Mr. Moeller’s appointment to and Ms. Walker’s resignation from the Board. A copy of the release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Eli Lilly and Company, dated November 19, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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 thereunto duly authorized.

ELI LILLY AND COMPANY

(Registrant)

By: /s/ Anat Hakim

Name: Anat Hakim

Title: Executive Vice President, General Counsel and Secretary

Date: November 19, 2024



November 19, 2024

For Release: Immediately

Refer to: Carrie Munk; munk_carrie@lilly.com; 317-416-2393 (Media)

Michael Czapar; czapar_michael_c@lilly.com; 317-617-0983 (Investors)

Lilly announces changes on board of directors

INDIANAPOLIS, Nov. 19, 2024 -- Eli Lilly and Company (NYSE: LLY) announced today that it has elected Jon Moeller as a new member of its board of directors, effective Dec. 1, 2024. In addition, the company announced that Karen Walker will transition her role with Lilly, resigning as a member of Lilly's board of directors effective Dec. 31, 2024. In 2025, Ms. Walker will collaborate with Lilly on certain digital commercial activities.

Mr. Moeller is the chairman of the board, president and chief executive officer of Procter & Gamble (P&G). A strong leader who has served as an integral part of P&G's leadership team for more than two decades, Mr. Moeller has held key positions within finance, business and strategy functions, serving as vice chairman, chief financial officer and chief operating officer, with responsibility for the company's developing markets and global operations. He also serves on the boards of the Business Roundtable, the Consumer Goods Forum, and Catalyst, a global non-profit that accelerates progress for women through workplace inclusion. Mr. Moeller will serve on the Lilly Audit Committee and the Directors and Corporate Governance Committee and will stand for election by Lilly shareholders at the company's annual meeting in May 2026.

"I am honored to welcome Jon Moeller to our board of directors," said David A. Ricks, Lilly chair and CEO. "As the CEO of an iconic American company with global reach, Jon brings deep expertise in driving strategic and operational excellence at scale. His long-standing success in leading a consumer-centric organization and providing expert counsel will offer valuable perspective to our board."

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

Ms. Walker has served on Lilly's board since 2018, including as a member of the board's Audit and Talent and Compensation Committees. She has brought her unique experience in brand-building and go-to-market strategy to the board during a period of significant growth for Lilly, serving as an active mentor to many of Lilly's leaders and providing valuable insight on talent development. The board and executive committee have greatly valued her perspective as an operating partner with The Goldman Sachs Group and as the former chief marketing officer of both Intel Corporation and Cisco Systems. The board also has benefited from her keen understanding of technology strategy.

"Karen has been an instrumental part of Lilly's board during her tenure, and on behalf of the entire board, I thank her for her guidance, mentorship and insights during this important period in Lilly's history," said Ricks. "We are grateful that she will continue to contribute to Lilly's growth as we scale our digital and commercial capabilities."

About Lilly

Lilly is a medicine company turning science into healing to make life better for people around the world. We've been pioneering life-changing discoveries for nearly 150 years, and today our medicines help tens of millions of people across the globe. Harnessing the power of biotechnology, chemistry and genetic medicine, our scientists are urgently advancing new discoveries to solve some of the world's most significant health challenges: redefining diabetes care; treating obesity and curtailing its most devastating long-term effects; advancing the fight against Alzheimer's disease; providing solutions to some of the most debilitating immune system disorders; and transforming the most difficult-to-treat cancers into manageable diseases. With each step toward a healthier world, we're motivated by one thing: making life better for millions more people. That includes delivering innovative clinical trials that reflect the diversity of our world and working to ensure our medicines are accessible and affordable. To learn more, visit Lilly.com and Lilly.com/news, or follow us on Facebook, Instagram, and LinkedIn. C-LLY

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