

LILLY ELI & CO  
Form 8-K  
January 31, 2017

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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

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Date of Report (Date of earliest event reported): January 31, 2017

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

|  |   |
|--|---|
| Indiana<br>(State or Other Jurisdiction<br>of Incorporation)                                   | 35-0470950<br>001-06351 (I.R.S. Employer<br>(Commission Identification No.)<br>File Number) |
| Lilly Corporate Center<br>Indianapolis, Indiana<br>(Address of Principal<br>Executive Offices) | 46285<br>(Zip Code)   |

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

No Change  
(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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition

The information in this Item 2.02, including Exhibit 99.1 attached, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Attached as Exhibit 99.1 and incorporated by reference into this Item 2.02 is a copy of the press release, dated January 31, 2017, announcing our results of operations for the fourth quarter and fiscal year period ended December 31, 2016, including, among other things, unaudited operating results for those periods.

Item 9.01. Financial Statements and Exhibits

| Exhibit Number | Description |
|----------------|-------------|
|----------------|-------------|

|      |                                      |
|------|--------------------------------------|
| 99.1 | Press release dated January 31, 2017 |
|------|--------------------------------------|

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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/ Donald A. Zakrowski

Name: Donald A. Zakrowski

Title: Vice President, Finance and  
Chief Accounting Officer

Dated: January 31, 2017

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EXHIBIT INDEX

Exhibit Number Exhibit

99.1 Press release dated January 31, 2017