

LILLY ELI & CO  
Form 8-K  
August 28, 2013

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): August 28, 2013

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

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:

- ☐ 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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Item 5.02 Election of Director.

On August 27, 2013, the Board of Directors of Eli Lilly and Company elected Dr. Marschall S. Runge as a new member, effective as of September 1, 2013. Dr. Runge, 59, is the Executive Dean for the School of Medicine at the University of North Carolina at Chapel Hill. As a member of Lilly's board, Dr. Runge will serve on the Science and Technology Committee and the Public Policy and Compliance Committee. He will serve under interim election and will stand for election by the Lilly shareholders at the company's annual meeting in May of 2013.

There is no arrangement between Dr. Runge and any person pursuant to which he was selected as a director. Dr. Runge is not a party to any transaction subject to Section 404(a) of Regulation S-K involving the Company or any of its subsidiaries.

Dr. Runge will participate in the Director's compensation program as described in the company's 2013 Proxy Statement which was filed with the Securities and Exchange Commission on March 25, 2013.

Today, the company issued a press release announcing Dr. Runge's appointment. A copy of the release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of Eli Lilly and Company dated August 28, 2013

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/ James B. Lootens  
Name: James B. Lootens  
Title: Secretary and Deputy  
General Counsel

Dated: August 28, 2013