

LILLY ELI & CO
Form 8-K
February 26, 2015

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): February 24, 2015

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))

Item 8.01. Other Events.

On February 24, 2015, Eli Lilly and Company (the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”), between the Company and Deutsche Bank Securities Inc., Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein, for the issuance and sale by the Company of \$600,000,000 aggregate principal amount of its 1.250% Notes due 2018 (the “2018 Notes”), \$800,000,000 aggregate principal amount of its 2.750% Notes due 2025 (the “2025 Notes”) and \$800,000,000 aggregate principal amount of its 3.700% Notes due 2045 (the “2045 Notes”, and together with the 2018 Notes and the 2025 Notes, the “Notes”). The Notes are to be issued pursuant to an Indenture (the “Indenture”), dated February 1, 1991, between the Company and Deutsche Bank Trust Company Americas, as successor to Citibank, N.A., as trustee, and an officer’s certificate setting forth the terms of the Notes (which includes the forms of Notes as exhibits). The offering of the Notes was registered on a Registration Statement on Form S-3 (File No. 333-186979). The 2018 Notes accrue interest at a rate of 1.250% per annum, payable semiannually, and mature on March 1, 2018. The 2025 Notes accrue interest at a rate of 2.750% per annum, payable semiannually, and mature on June 1, 2025. The 2045 Notes accrue interest at a rate of 3.700% per annum, payable semiannually, and mature on March 1, 2045. At the closing of the offering of Notes, which is expected to occur on March 5, 2015, the Company will realize, after deduction of the underwriter’s discount and before deduction of offering expenses, net proceeds of approximately \$2,181,948,000. Upon occurrence of an Event of Default (as defined in the Indenture) with respect to a series of Notes, the principal amount of the Notes of that series may be declared and become due and payable immediately. The Company may, at its election, redeem the Notes, in whole or in part, from time to time at the redemption prices set forth in the Notes. The above description of the Underwriting Agreement and the Notes is qualified in its entirety by reference to the Underwriting Agreement, the officers’ certificate, the Indenture and the forms of the Notes filed as exhibits hereto, which exhibits are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement.
- 4.1* Indenture, dated February 1, 1991, between the Company and Deutsche Bank Trust Company Americas, as successor to Citibank, N.A., as Trustee.
- 4.2 Form of Officer’s Certificate establishing the terms and form of the Notes.
- 4.3 Form of 1.250% Note due 2018 (included in Exhibit 4.2 above).
- 4.4 Form of 2.750% Note due 2025 (included in Exhibit 4.2 above).
- 4.5 Form of 3.700% Note due 2045 (included in Exhibit 4.2 above).
- 5.1 Opinion of Covington & Burling LLP.
- 5.2 Opinion of James B. Lootens, Esq.
- 23.2 Consent of Covington & Burling LLP (included as part of Exhibit 5.1).
- 23.3 Consent of James B. Lootens, Esq. (included as part of Exhibit 5.2).

* Incorporated by reference to the same-numbered exhibit of the Company's Registration Statement on Form S-3 (File No. 333-186979), filed with the SEC on March 1, 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/ Thomas W. Grein

Name: Thomas W. Grein

Title: Senior Vice President and Treasurer

Dated: February 26, 2015