

CoLucid Pharmaceuticals, Inc.
 Form 3
 January 27, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LILLY ELI & CO		(Month/Day/Year)	CoLucid Pharmaceuticals, Inc. [CLCD]	
(Last)	(First)	(Middle)	01/17/2017	
LILLY CORPORATE CENTER			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
INDIANAPOLIS,Â INÂ 46285			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock <u>(1)</u> <u>(2)</u>	54,683	D <u>(1)</u> <u>(2)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY ELI & CO LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â X	Â	Â
ProCar Acquisition Corp LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â X	Â	Â

Signatures

/s/ Derica W. Rice, Eli Lilly and Company	01/27/2017
**Signature of Reporting Person	Date
/s/ Darren J. Carroll, ProCar Acquisition Corporation	01/27/2017
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Eli Lilly and Company directly owns 54,683 shares of CoLucid Pharmaceuticals, Inc. (the "Issuer") common stock, which represents approximately 0.3% of all shares outstanding as of January 12, 2017. Each of the Reporting Persons may be deemed to have become a 10% Owner of the Issuer in connection with the entry into certain Tender and Support Agreements dated as of January 17, 2017 (the
- (1) "Tender Agreements"), by and among the Reporting Persons and each of Novo A/S, A.M. Pappas Life Science Ventures III, L.P., PV III CEO Fund, LP, Pappas Capital, LLC and TVM Life Science Ventures VII, L.P. (each, a "Stockholder"), representing an aggregate of 6,694,843 shares of the Issuer's common stock beneficially owned by the Stockholders. The Tender Agreements were entered into in connection with the Agreement and Plan of Merger, dated as of January 17, 2017, by and among the Reporting Persons and the Issuer.
- The Reporting Persons exercise voting power in limited situations over such shares of the Issuer's common stock through the grant of an
- (2) irrevocable proxy by each of the Stockholders in the Tender Agreements. The Reporting Persons have no pecuniary interest in any of such shares of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.