

LILLY ELI & CO  
Form 8-K  
April 24, 2013

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): April 24, 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))

Item 2.02. Results of Operations and Financial Condition

On April 24, 2013 we issued a press release announcing our results of operations for the first quarter and three month period ended March 31, 2013, including, among other things, income statements for those periods. In addition, on the same day we held a teleconference for analysts and media to discuss those results. The teleconference was web cast on our web site. The press release and related financial statements are attached to this Form 8-K as Exhibit 99.

In our press release, we use non-GAAP financial measures, such as non-GAAP net income and earnings per share, that differ from financial statements reported in conformity to U.S. generally accepted accounting principles (“GAAP”). The items that we exclude when we provide non-GAAP results or expectations are typically highly variable, difficult to predict, and of a size

---

that could have a substantial impact on our reported operations for a period. We believe that these non-GAAP measures provide useful information to investors. Among other things, they may help investors evaluate our ongoing operations. They can assist in making meaningful period-over-period comparisons and in identifying operating trends that would otherwise be masked or distorted by the items subject to the adjustments. Management uses these non-GAAP measures internally to evaluate the performance of the business, including to allocate resources and to evaluate results relative to incentive compensation targets.

Investors should consider these non-GAAP measures in addition to, not as a substitute for or superior to, measures of financial performance prepared in accordance with GAAP. For the reasons described above for use of non-GAAP measures, our prospective earnings guidance is subject to adjustment for certain future matters, similar to those identified above, as to which prospective quantification generally is not feasible.

The information in this Item 2.02 and the press release attached as Exhibit 99 are considered furnished to the Commission and are not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

#### Item 9.01. Financial Statements and Exhibits

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

99	Press release dated April 24, 2013 together with related attachments
----	--

---

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 and Chief Accounting Officer

Dated: April 24, 2013

---

EXHIBIT INDEX

Exhibit Number

99

Exhibit

Press release dated April 24, 2013, together with related attachments.