

LILLY ELI & CO  
Form 8-K  
December 15, 2016

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): December 15, 2016

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:

- 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 December 15, 2016, the Company issued a press release updating financial guidance for 2016, reaffirming financial expectations through the remainder of the decade, and announcing financial guidance for 2017. In addition, on the same day, the Company held a teleconference for analysts and media to discuss this guidance. The teleconference was web cast on the Company's web site. The press release is attached to this Form 8-K as Exhibit 99.1.

The Company uses non-GAAP financial measures that differ from financial statements reported in conformity with U.S. generally accepted accounting principles (GAAP), and the attached press release includes a description of certain non-GAAP items that may affect our financial expectations for 2016 and 2017. The Company's non-GAAP financial measures adjust reported results to exclude amortization of intangibles and items that are typically highly variable, difficult to predict, and/or of a size that could have a substantial impact on the Company's reported operations for a period. The Company believes that these non-GAAP financial measures provide useful information to investors. Among other things, they may help investors evaluate the Company's 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 financial 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 financial measures in addition to, not as a substitute for or superior to, measures of financial performance prepared in accordance with GAAP.

The information in this Item 2.02, including Exhibit 99.1 attached hereto, 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.

Item 9.01. Financial Statements and Exhibits

| Exhibit Number | Description                           |
|----------------|---------------------------------------|
| 99.1           | Press release dated December 15, 2016 |

SIGNATURE

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

Title: Vice President, Finance and Chief Accounting Officer

Dated: December 15, 2016