

LILLY ELI & CO  
Form DEFA14A  
March 29, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ELI LILLY AND COMPANY  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

---

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SEC 1913 (11-01) 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 control number.

---

\*\*\* Exercise Your Right to Vote\*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 1, 2017.

ELI LILLY AND COMPANY

ELI LILLY AND COMPANY C/O IVS, P.O. BOX 17149  
WILMINGTON, DE 19885-9801

E 15643-P84740

Meeting Information

Meeting Type: Annual

For holders as of: February 24, 2017

Date: May 1, 2017 Time: 11:00 a.m. EDT

Location: Lilly Corporate Center

Indianapolis, IN 46285

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

See the reverse side of this notice to obtain proxy materials and voting instructions.

E 15644-P84740

---

Voting Items

The board of directors recommends you vote FOR items 1-2 and 4-5 and for "1 Year" on item 3: The board of directors recommends you vote AGAINST shareholder proposal 6:

1. Election of directors, each for a three-year term.

1a. M. L. Eskew      6. Consideration of a shareholder proposal seeking a report regarding direct and indirect political contributions.

1b. W. G. Kaelin, Jr.

1c. J. C. Lechleiter

1d. D. A. Ricks

1e. M. S. Runge

2. Advisory vote on compensation paid to the company's named executive officers.

3. Advisory vote regarding the frequency of advisory votes on compensation paid to the company's named executive officers.

4. Ratification of the appointment by the audit committee of the board of directors of Ernst & Young LLP as principal independent auditor for 2017.

5. Approve amendment to the Lilly Directors' Deferral Plan.

E 15645-P84740

---

E 15646-P84740