

chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendment to the Articles of Incorporate or Bylaws; Change in Fiscal Year

On December 17, 2018, the board of directors approved amendments to the Company's Bylaws regarding the temporary authority to assume the duties and exercise the powers of the Chief Executive Officer in the event of the sudden death or incapacity of the incumbent. Such temporary authority is granted only until the board of directors appoints a successor or determines that the incumbent is able to resume the office.

The amendments are set forth below. Deletions are indicated by strikeouts and new language is indicated by underlining. The complete Bylaws are filed as an exhibit to this Form 8-K.

SECTION 3.7. Chief Executive Officer. The Chief Executive Officer shall, subject to the control of the Board of Directors, have general supervision over the management and direction of the business of the Corporation. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chief Executive Officer shall have such other powers and perform such other duties as are assigned to him or her by the Bylaws or the Board of Directors. At any time in which the Chief Executive Officer is unable to discharge the powers and duties of the office, then until such time as the Board shall appoint a new Chief Executive Officer or determines that the Chief Executive Officer is able to resume office, temporary authority to perform such duties and exercise such powers shall be granted in the following manner:

- (a) First, to the President; or if he or she is unable to discharge such powers and duties,
To the executive officer who is President of Lilly USA in charge of the Corporation's largest business unit,
- (b) measured by total revenue on a consolidated basis for the most recently completed fiscal year; or if he or she is unable to discharge such powers and duties,
- (c) To the executive officer who is President of Lilly Research Laboratories Chief Financial Officer; or if he or she is unable to discharge such powers and duties,
- (d) To the executive officer serving as chief scientific officer General Counsel.

Item 9.01. Financial Statements and Exhibits

Exhibit Number Description

99.1 Bylaws as amended through December 17, 2018

EXHIBIT INDEX

Exhibit Number Exhibit

99.1 Eli Lilly and Company Bylaws as amended December 17, 2018

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/ Bronwen L. Mantlo

Name: Bronwen L. Mantlo

Title: Corporate Secretary

Dated: December 18, 2018