

LILLY ELI & CO  
Form S-8 POS  
April 30, 2012

As filed with the Securities and Exchange Commission on April 30, 2012

Registration No. 333-172422

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**ELI LILLY AND COMPANY**

(Exact name of registrant as specified in its charter)

**LILLY CORPORATE CENTER**

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**INDIANA**  
(State or other jurisdiction Of  
incorporation or organization)

**INDIANAPOLIS, INDIANA 46285**  
(Address of Principal Executive Offices)  
(Zip Code)

**35-0470950**  
(I.R.S. Employer  
Identification No.)

**The Lilly Employee 401(k) Plan**

**The Savings Plan for Lilly Affiliate Employees in Puerto Rico**

**The Lilly Excess Savings Plan**

**The Excess Savings Plan (GAP Savings) for Eli Lilly Affiliate Employees in Puerto Rico**

**Robert A. Armitage, Senior Vice President and General Counsel**

**Eli Lilly and Company**

**Lilly Corporate Center**

**Indianapolis, Indiana 46285**

(Name and address of agent for service)

**Telephone number, including area code, of agent for service: 317-276-2000**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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DEREGISTRATION OF CERTAIN SPECIFIED SECURITIES

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 (Registration No. 333-172422) filed by Eli Lilly and Company (the "Registrant") with the U.S. Securities and Exchange Commission on February 24, 2011 (the "Registration Statement") to register a total of 9,150,000 shares of the Registrant's Common Stock for issuance under the four employee compensation plans and an indeterminate amount of Plan interests in each such Plan:

The Lilly Employee 401(k) Plan (the "U.S. Plan")

The Savings Plan for Lilly Affiliate Employees in Puerto Rico (the "P.R. Plan")

The Lilly Excess Savings Plan (the "U.S. Excess Plan")

The Excess Savings Plan (GAP Savings) for Eli Lilly Affiliate Employees in Puerto Rico (the "P.R. Excess Plan")

The Registrant has confirmed that the offer and sale of the Registrant's Common Stock is not now authorized under either the U.S. Excess Plan or the P.R. Excess Plan. In accordance with the Registrant's undertaking in Part II, Item 9(a)(3) of the Registration Statement, the Registrant hereby amends the Registration Statement to deregister any shares of the Registrant's Common Stock issuable under, and the indeterminate amount of Plan interests in, the U.S. Excess Plan and the P.R. Excess Plan under the Registration Statement and remaining unsold. The Registration Statement remains in effect for the 9,000,000 shares of Registrant's Common Stock issuable under, and the indeterminate amount of Plan interests in, the U.S. Plan and the P.R. Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. EXHIBITS

Exhibit Number	Description
23	Consent of Ernst & Young LLP, Independent Auditors
24	Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana, on April 30, 2012.

ELI LILLY AND COMPANY

By /s/ John C. Lechleiter  
John C. Lechleiter, Chairman of the Board,  
President, and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on April 30, 2012, by the following persons in the capacities indicated.

<b>Signature</b>	<b>Title</b>
/s/ John C. Lechleiter John C. Lechleiter, Ph.D.	Chairman of the Board, President, Chief Executive Officer, and a Director (principal executive officer)
/s/ Derica W. Rice Derica W. Rice	Executive Vice President, Global Services, and Chief Financial Officer (principal financial officer)
/s/ Arnold C. Hanish Arnold C. Hanish	Vice President, Finance, and Chief Accounting Officer (principal accounting officer)
/s/ Ralph Alvarez Ralph Alvarez	Director
/s/ Katherine Baicker Katherine Baicker, Ph.D.	Director
/s/ Sir Winfried Bischoff Sir Winfried Bischoff	Director
/s/ Michael L. Eskew Michael L. Eskew	Director
/s/ J. Erik Fyrwald J. Erik Fyrwald	Director
/s/ Alfred G. Gilman Alfred G. Gilman, M.D., Ph.D.	Director
/s/ R. David Hoover R. David Hoover	Director

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/s/ Karen N. Horn Karen N. Horn, Ph.D.	Director
/s/ Ellen R. Marram Ellen R. Marram	Director
/s/ Douglas R. Oberhelman Douglas R. Oberhelman	Director
/s/ Franklyn G. Prendergast Franklyn G. Prendergast, M.D., Ph.D.	Director
/s/ Kathi P. Seifert Kathi P. Seifert	Director

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana on April 30, 2012.

The Lilly Employee 401(k) Plan

By /s/ Stacey M. Roberson  
Stacey M. Roberson  
Secretary, Employee Benefits Committee  
Plan Administrator

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana on April 30, 2012.

The Savings Plan for Lilly Affiliate Employees in

Puerto Rico

By /s/ Stacey M. Roberson  
Stacey M. Roberson  
Secretary, Employee Benefits Committee  
Plan Administrator



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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana on April 30, 2012.

The Lilly Excess Savings Plan

By /s/ Stacey M. Roberson  
Stacey M. Roberson  
Secretary, Employee Benefits Committee  
Plan Administrator

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Indianapolis, State of Indiana on April 30, 2012.

The Excess Savings Plan (GAP Savings)

for Eli Lilly Affiliate Employees in Puerto Rico

By /s/ Stacey M. Roberson  
Stacey M. Roberson  
Secretary, Employee Benefits Committee  
Plan Administrator

INDEX TO EXHIBITS

The following documents are filed as part of this Registration Statement:

**Exhibit**

23 Consent of Ernst & Young LLP, Independent Auditors

24 Power of Attorney