

LEAP THERAPEUTICS, INC.  
Form SC 13G  
November 22, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**

**Leap Therapeutics, Inc.**

**(Name of Issuer)**

**Common Stock, \$0.001 par value per share**

**(Title of Class of Securities)**

**52187K101**

**(CUSIP Number)**

**November 14, 2017**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing of this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 52187K101

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1. Name of Reporting Person

Eli Lilly and Company

I.R.S. Identification No. of Above Person (Entities Only)

35-0470950

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Indiana

Number of 5. Sole Voting Power

Shares

Beneficially 2,301,000<sup>(1)</sup>

Owned By

6. Shared Voting Power

Each

Reporting

0

Person  
with

7. Sole Dispositive Power

2,301,000<sup>(1)</sup>

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,301,000<sup>(1)</sup>

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

17.5%

12. Type of Reporting Person

CO

(1) Includes 821,693 shares of common stock, par value \$0.001 per share, of Leap Therapeutics, Inc. issuable upon the exercise of a currently-exercisable warrant.

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**Item 1(a) Name of Issuer**

Leap Therapeutics, Inc.

**Item 1(b) Address of Issuer's Principal Executive Offices**

47 Thorndike Street, Suite B1-1

Cambridge, Massachusetts 02141

**Item 2(a) Name of Person Filing**

This Statement is filed on behalf of Eli Lilly and Company, an Indiana corporation.

**Item 2(b) Address of Principal Business Office, or if none, Residence**

Eli Lilly and Company, Lilly Corporate Center, Indianapolis, Indiana 46285.

**Item 2(c) Citizenship**

Eli Lilly and Company is an Indiana corporation.

**Item 2(d) Title of Class of Securities**

Common stock, \$0.001 par value per share

**Item 2(e) CUSIP Number**

52187K101

**Item 3. Filing pursuant to Rules 13d-1(b) or 13d-2(b) or (c)**

Not Applicable

**Item 4. Ownership**

(a) Amount Beneficially Owned  
2,301,000<sup>(1)</sup>

(b) Percent of Class:  
17.5%

(1) Includes 821,693 shares of common stock, par value \$0.001 per share, of Leap Therapeutics, Inc. issuable upon the exercise of a currently-exercisable warrant.

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(c) Number of shares as to which the person has:

Sole power to vote or direct the vote: 2,301,000<sup>(1)</sup>

Shared power to vote or direct the vote: 0

Sole power to dispose or direct the disposition of: 2,301,000<sup>(1)</sup>

Shared power to dispose or direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 22, 2017

ELI LILLY AND COMPANY

By: /s/ S. Halle Vakani  
Name: S. Halle Vakani, by Power of  
Attorney\*

\* S. Halle Vakani is signing on behalf of the Reporting Person pursuant to a Power of Attorney dated November 15, 2017 and incorporated by reference herein. The Power of Attorney was filed as an attachment to a Form 3 filed by the Reporting Person on November 16, 2017.