

LILLY ELI & CO  
Form 8-K/A  
January 12, 2009

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K/A  
(Amendment No. 1)  
Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report: January 12, 2009**  
**Date of earliest event reported: November 26, 2008**  
**ELI LILLY AND COMPANY**  
(Exact name of registrant as specified in its charter)

**Indiana**  
(State or Other Jurisdiction  
of Incorporation)

**001-06351**  
(Commission  
File Number)

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

**Lilly Corporate Center**  
**Indianapolis, Indiana**  
(Address of Principal  
Executive Offices)

**46285**  
(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))

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**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired

The audited consolidated balance sheet of ImClone Systems Incorporated as of December 31, 2007, and the consolidated statement of income, consolidated statement of stockholders' equity and comprehensive loss, and consolidated statement of cash flows of ImClone Systems Incorporated for the year ended December 31, 2007, and the independent registered public accounting firm's report included in the ImClone Systems Incorporated's Annual Report on Form 10-K for the year ended December 31, 2007, are incorporated herein by reference.

The unaudited consolidated balance sheet as of September 30, 2008, and the consolidated statement of operations, consolidated statement of stockholders' equity and comprehensive income, and the consolidated statement of cash flows of ImClone Systems Incorporated for the nine months ended September 30, 2008, included in the ImClone Systems Incorporated's Form 10-Q for the nine months ended September 30, 2008, are incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined financial statements of the Company and ImClone Systems Incorporated for the year ended December 31, 2007 and as of and for the nine months ended September 30, 2008 are filed as Exhibit 99.1 to this Current Report on Form 8-K/A.

**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/ Arnold C. Hanish  
Name: Arnold C. Hanish  
Title: Executive Director, Finance, and  
Chief Accounting Officer

Dated: January 12, 2009

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**EXHIBIT INDEX**

| Exhibit<br>Number | Exhibit  |
|-------------------|--|
| 99.1              | Pro Forma Financial Information                          |
| 99.2              | Consent of Independent Registered Public Accounting Firm |