

Aeglea BioTherapeutics, Inc.

Form 3/A

April 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

LILLY ELI & CO

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/06/2016

3. Issuer Name and Ticker or Trading Symbol
Aeglea BioTherapeutics, Inc. [AGLE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

04/06/2016

LILLY CORPORATE CENTER,Â

(Street)

INDIANAPOLIS,Â INÂ 46285

(City)

(State)

(Zip)

1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

57,619

I by fund ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	890,476	\$ 0 (2)	I	by fund (1)
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	1,120,448	\$ 0 (2)	I	by fund (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY ELI & CO LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	Â	Â X	Â	Â
Lilly Ventures Fund I LLC 115 W. WASHINGTON STREET SUITE 1680 SOUTH INDIANAPOLIS, IN 46204	Â	Â X	Â	Â
Shanafelt Armen C/O LILLY VENTURES 115 W. WASHINGTON STREET, STE 1680 SOUTH INDIANAPOLIS, IN 46204	Â	Â X	Â	Â

Signatures

Tiffany R. Benjamin, Authorized Person, authorization
on file

04/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares are owned directly by Lilly Ventures Fund I LLC (the "Fund"). LV Management Group LLC (the "Management Company") has sole voting and dispositive authority with respect to the shares. Dr. Shanafelt disclaims beneficial ownership of the shares held of record by the Fund, except to the extent of his pecuniary interest therein.

(2) Each share of Series A Preferred Stock and Series B Preferred Stock will be automatically converted into one (1) share of Common Stock, for no additional consideration, immediately prior to the consummation of the Issuer's initial public offering, and has no expiration date.

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Remarks:

This Form is being amended to include Eli Lilly and Company's beneficial ownership of the shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential 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 number.