LILLY ELI & CO
Form 425
February 08, 2019

Filed by Eli Lilly and Company
Pursuant to Rule 425 under the Securities Act of 1933, as amended
Subject Company: Eli Lilly and Company
Commission File No.: 001-06351

WITHDRAWAL FORM
THE LILLY EMPLOYEE 401(k) PLAN
THE SAVINGS PLAN FOR LILLY AFFILIATE EMPLOYEES IN PUERTO RICO
THE ELANCO US INC. 401(k) PLAN
OFFER TO EXCHANGE ELI LILLY AND COMPANY COMMON STOCK FUND UNITS FOR ELANCO STOCK FUND UNITS

(*THIS FORM DOES NOT APPLY TO SHARES OF ELI LILLY AND COMPANY COMMON STOCK THAT MAY BE HELD THROUGH OTHER PLANS OR ACCOUNTS*)

If you elected to participate in the exchange offer through The Lilly Employee 401(k) Plan (the "Lilly 401(k) Plan"), The Savings Plan for Lilly Affiliate Employees in Puerto Rico (the "Lilly Puerto Rico Savings Plan") and/or The Elanco US Inc. 401(k) Plan (the "Elanco 401(k) Plan" and, together with the Lilly 401(k) Plan and the Lilly Puerto Rico Savings Plan, the "Savings Plans"), on the terms and conditions described in the attached Notice to Participants and Prospectus, please be aware of the following deadline:

> You may completely cancel your most recent exchange election for one or more of the Savings Plans, as applicable, by (i) submitting a new exchange election with a 0% election, either online or by mail or (ii) by properly completing and submitting this withdrawal form so that it is received by **March 7, 2019 at 4:00 p.m., New York City time**.
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> If the exchange offer is extended, certain plan deadlines, including the deadline to make, change or withdraw your election, may be extended if administratively feasible to do so.

Please consider making any elections or changes online due to the unpredictable timing involved with mail delivery. If you wish to take action by mail, please do so as far in advance of any deadline as possible.

Withdrawals may be submitted by completing this form and sending it:

By Mail to:	or	**By Certified or Overnight Mail to:**
Computershare Trust Company, N.A.		Computershare Trust Company, N.A.
Attn: Corporate Actions Voluntary Offer		Attn: Corporate Actions Voluntary Offer
P.O. Box 43011		250 Royall Street Suite V
Providence, RI 02940-3011		Canton, MA 01021

MARK THE APPLICABLE BOX(ES) BELOW IF YOU WISH TO WITHDRAW YOUR PARTICIPATION IN THE OFFER

WITHDRAWAL OF ELECTION (check the applicable box(es)) below) by March 7, 2019 at 4:00 p.m., New York City time

o **The Lilly 401(k) Plan** I hereby elect that The Northern Trust Company, the Lilly 401(k) Plan Trustee, fully cancel and disregard any prior elections I have submitted to exchange any of my Eli Lilly and Company Common Stock Fund Units for Elanco Stock Fund Units. I will not participate in the exchange offer through the Lilly 401(k) Plan and my Lilly 401(k) Plan account will not be credited with any Elanco Stock Fund Units in connection with the exchange offer.

o **The Lilly Puerto Rico Savings Plan** I hereby elect that The Northern Trust Company, the Lilly Puerto Rico Savings Plan Trustee, fully cancel and disregard any prior elections I have submitted to exchange any of my Eli Lilly and Company Common Stock Fund Units for Elanco Stock Fund Units. I will not participate in the exchange offer through the Lilly Puerto Rico Savings Plan and my Lilly Puerto Rico Savings Plan account will not be credited with any Elanco Stock Fund Units in connection with the exchange offer.

o **The Elanco 401(k) Plan** I hereby elect that The Northern Trust Company, the Elanco 401(k) Plan Trustee, fully cancel and disregard any prior elections I have submitted to exchange any of my Eli Lilly and Company Common Stock Fund Units for Elanco Stock Fund Units. I will not participate in the exchange offer through the Elanco 401(k) Plan and my Elanco 401(k) Plan account will not be credited with any Elanco Stock Fund Units in connection with the exchange offer.

Printed Name of Plan Participant

Address

Telephone Number

Date

SIGNATURE REQUIRED. Signature of Plan Participant