

LILLY ELI & CO  
Form SC TO-C  
October 06, 2008

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

**FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): October 6, 2008  
Eli Lilly and Company  
(Exact Name of Registrant as Specified in Charter)**

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

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

**35-0470950**  
(IRS 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

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 (*see* General Instruction A.2. below):

- 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 8.01. OTHER EVENTS

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

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**ITEM 8.01. OTHER EVENTS.**

On October 6, 2008, Eli Lilly and Company (the Company ) issued a press release announcing that it has entered into an Agreement and Plan of Merger among ImClone Systems Incorporated ( ImClone ), the Company and Alaska Acquisition Corporation (the Purchaser ), a wholly owned subsidiary of the Company, pursuant to which the Purchaser will commence a tender offer to purchase all of ImClone s outstanding common stock at a purchase price of \$70 per share in cash. The press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.  
99.1 Press Release, dated October 6, 2008.

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**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 hereunto duly authorized.

**ELI LILLY AND COMPANY**

Date: October 6, 2008

/s/ James B. Lootens  
James B. Lootens  
Secretary and Deputy General Counsel

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated October 6, 2008.