

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

SIGNATURE

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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 No. | Description |
|--------------------|---------------------------------------|
| 99.1 | Press Release, dated October 6, 2008. |