

Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

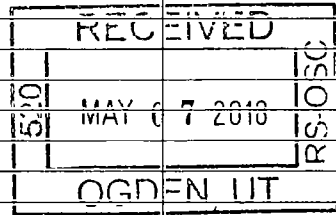
Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public Go to www.irs.gov/Form990PF for instructions and the latest information

For calendar year 2017 or tax year beginning, 2017, and ending, 20

Name of foundation: LILLY CARES FOUNDATION, INC. Employer identification number: 35-2027985. Telephone number: (317) 433-1399. City: INDIANAPOLIS, IN 46285. Organization type: Section 501(c)(3) exempt private foundation. Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (lines 1-12) and Operating and Administrative Expenses (lines 13-27).



Handwritten '03' and '03' in the left margin.

Handwritten '6' in the right margin.

Handwritten '03' in the middle of the form.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0.	1X0.	1X0.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land bldg, and equipment fund			
29	Retained earnings accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	0	0		
31	Total liabilities and net assets/fund balances (see instructions)	0	0		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 0.
2	Enter amount from Part I, line 27a	2 0.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 0.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo day yr)	(d) Date sold (mo day, yr)
1 a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 }		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	673,099,134.		
2015	408,239,166.		
2014	503,299,479.		
2013	697,004,928.		
2012	609,678,898.		
2 Total of line 1, column (d)			0.
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			0.
5 Multiply line 4 by line 3.			
6 Enter 1% of net investment income (1% of Part I, line 27b).			0.
7 Add lines 5 and 6.			
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			827,190,505.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Values are mostly 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, unrelated business income, and state reporting. 'No' is marked with 'X' for most items.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, books in care, and foreign country interests.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, disaster assistance, taxes on failure to distribute income, and business enterprise interests.

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year, did the foundation pay or incur any amount to... (1) Carry on propoganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

Table with 5 columns: (a) Name and address, (b) Title, and average hours per week devoted to position, (c) Compensation (if not paid, enter -0-), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: ATCH 2, 0, 0, 0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

Table with 5 columns: (a) Name and address of each employee paid more than \$50,000, (b) Title and average hours per week devoted to position, (c) Compensation, (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: NONE.

Total number of other employees paid over \$50,000.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT	827,190,505.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	0.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2017 from Part VI, line 5	2a	
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	827,190,505.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	827,190,505.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	827,190,505.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation and the ruling is effective for 2017, enter the date of the ruling 09/18/1998

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed	827,190,505.	673,099,134.	408,239,166.	503,299,479.	2,411,828,284.
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	827,190,505.	673,099,134.	408,239,166.	503,299,479.	2,411,828,284.
3 Complete 3a b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.	0				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed	0.	0.	0.	0.	0
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

ATCH 3

b The form in which applications should be submitted and information and materials they should include

ATCH 4

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ATCH 5

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>NONE</p>				
Total				▶ 3a 0.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
Total				▶ 3b 0.

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are currently empty.

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer or trustee: [Signature] Date: 5/10/2018 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below? See instructions Yes No

Paid Preparer Use Only

Print/Type preparer's name: JENNIFER D RHODERICK
Preparer's signature: [Signature] Date: 4/25/18
Check self-employed if PTIN: P00395735
Firm's name: ERNST & YOUNG U.S. LLP Firm's EIN: 34-6565596
Firm's address: 111 MONUMENT CIRCLE, STE 4000 INDIANAPOLIS, IN 46204 Phone no: 317-681-7000

Schedule of Contributors

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
 ▶ Go to www.irs.gov/Form990 for the latest information

Name of the organization LILLY CARES FOUNDATION, INC.	Employer identification number 35-2027985
---	---

Organization type (check one)

- | Filers of: | Section: | |
|--------------------|-------------------------------------|--|
| Form 990 or 990-EZ | <input type="checkbox"/> | 501(c)() (enter number) organization |
| | <input type="checkbox"/> | 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> | 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> | 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> | 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> | 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization LILLY CARES FOUNDATION, INC.

Employer identification number
35-2027985

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>ELI LILLY & COMPANY</u> <u>LILLY CORPORATE CENTER</u> <u>INDIANAPOLIS, IN 46285</u>	\$ <u>827,190,505.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **LILLY CARES FOUNDATION, INC.**

Employer identification number

35-2027985

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	PHARMACEUTICALS	\$ 827,190,505.	VAR

Name of organization **LILLY CARES FOUNDATION, INC.**

Employer identification number

35-2027985

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

LILLY CARES FOUNDATION, INC.
EIN: 35-2027985

FORM 990-PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART IX-A
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

THE FOUNDATION CONDUCTED ACTIVITIES DESCRIBED IN CODE SECTION 170(C)(2)(B) BY DISTRIBUTING MEDICINES, PRESCRIPTION DRUGS, AND OTHER PHARMACEUTICAL PRODUCTS AND MEDICAL SUPPLIES ("PHARMACEUTICAL PRODUCTS"), DONATED TO IT BY ELI LILLY AND COMPANY ("DONOR") TO THE ILL, NEEDY, AND INFANTS WHO MET THE FOUNDATION'S ELIGIBILITY REQUIREMENTS ("ELIGIBLE PATIENTS"). THE PHARMACEUTICAL PRODUCTS IT RECEIVED FROM THE DONOR WERE DISTRIBUTED FOR CHARITABLE PURPOSES AND AT NO CHARGE, FOR THE CARE OF ELIGIBLE PATIENTS. DURING 2017, THE FOUNDATION DISTRIBUTED APPROXIMATELY \$827 MILLION OF PRODUCTS TO OVER 100,000 ELIGIBLE PATIENTS FOR MENTAL HEALTH, DIABETES, CARDIAC CARE, MEN'S HEALTH, OSTEOPOROSIS, ONCOLOGY, PSORIASIS AND GROWTH HORMONE DISORDERS. SEE ATTACHED STATEMENT FOR DETAIL OF PHARMACEUTICAL PRODUCT DISTRIBUTIONS.

2017 Lilly Cares Foundation Integrated Summary by Product

Showing data for all shipped products in 2017.

Attachment 1 - Page 1

NDC Description	Quantity Shipped	AWP Costs
100 units/mL (U-100) in 3 mL prefilled BASAGLAR® KwikPen® delivery device 5 x 3 mL BASAGLAR KwikPen (prefilled)	13,051	\$4,971,140
ALIMTA, 100MG SINGLE DOSE VIAL	3,377	\$2,622,989
ALIMTA, 500MG SINGLE DOSE VIAL	2,331	\$9,055,895
Cialis (Tadalafil), 2.5mg, blisters of 2x15	1,049	\$379,326
Cialis (Tadalafil), 5mg, bottles of 30	26,729	\$9,674,606
Cialis PRN (Tadalafil), 20mg, bottles of 30	1,759	\$3,721,425
Cialis PRN (Tadalafil), 10mg, bottles of 30	970	\$2,057,060
Cymbalta (Duloxetine Hydrochloride), 20mg, bottles of 60	7,676	\$3,593,618
Cymbalta (Duloxetine Hydrochloride), 30mg, bottles of 30	99,655	\$26,169,031
Cymbalta (Duloxetine Hydrochloride), 60mg, bottles of 30	176,864	\$46,442,578
CYRAMZA, 100MG SINGLE DOSE VIAL	640	\$835,273
CYRAMZA, 500MG SINGLE DOSE VIAL	335	\$2,188,566
Effient (Prasugrel), 10mg, bottles of 30	22,126	\$11,768,695
Effient (Prasugrel), 5mg, bottles of 30	420	\$222,990
ERBITUX, 100MG SINGLE DOSE VIAL	1,687	\$1,177,557
ERBITUX, 200MG SINGLE DOSE VIAL	3,043	\$4,245,471
Evista (Raloxifene Hydrochloride), 60mg, bottles of 30	1,214	\$288,446
Forteo (Teriparatide), 600mcg/2.4mL Prefilled Pen, 1 pen	56,366	\$197,219,790
GEMZAR, 1G, SINGLE DOSE VIAL	1,830	\$1,627,126
GEMZAR, 200MG, SINGLE DOSE VIAL	3,400	\$604,622
Glucagon, 1 Kit	661	\$217,302
Humalog (Lispro) 100U/mL JUNIOR KWIKPEN, 3mL, 5 KwikPens	9	\$5,728
Humalog (Lispro) 100U/mL, 10mL, 1000 unit vial	113,521	\$36,552,595
Humalog (Lispro) 100U/mL, 3mL, 5 cartridges	504	\$301,581
Humalog (Lispro) 100U/mL, 3mL, 5 KwikPens	85,567	\$53,343,415
Humalog (Lispro) 50/50, 100U/mL, 10mL 1000 unit vial	3,248	\$1,083,270
Humalog (Lispro) 50/50, 100U/mL, 3mL, 5 300 unit KwikPens	2,519	\$1,576,014
Humalog (Lispro) 75/25, 100U/mL, 10mL, 1000 unit vial	27,963	\$9,315,473
Humalog (Lispro) 75/25, 100U/mL, 3mL, 5 300 unit KwikPens	23,960	\$14,941,878
Humalog 200 (Lispro), 200 unit/mL, 3mL, 2 KwikPens	12,448	\$6,242,031
Humatrope (Somatropin), 12MGX cartridge with prefilled syringe of diluent, 1 kit	5,304	\$8,678,034
Humatrope (Somatropin), 24MGX cartridge with prefilled syringe of diluent, 1 kit	4,360	\$14,267,054
Humatrope (Somatropin), 5mg single vial with 5mL vial of diluent, 1 kit	700	\$477,204
Humatrope (Somatropin), 6MGX cartridge with prefilled syringe of diluent, 1 kit	1,372	\$1,122,378
Humulin (Human Insulin) 70/30, 100U/mL, 10mL, 1000 unit vial	52,303	\$9,083,817
Humulin (Human Insulin) 70/30, 100U/mL, 3mL, 5 300 unit Kwikpens	12,490	\$6,902,979
Humulin R500 KWIKPEN, 500 U per mL, two (2) 3mL Kwikpens	12,986	\$8,848,942
Humulin R-500, Regular Human Insulin, 500U/mL, 20mL, 10,000 unit vial	6,629	\$11,642,552
LARTRUVO 190 mg/19 mL (10mg/mL) single-dose vial	174	\$187,252
LARTRUVO 500 MG/50 ML (10 MG/ML) SOLUTION, SINGLE-DOSE VIAL	542	\$1,534,944
NPH Human Insulin, 100U/mL, 10mL, 1000 unit vial	25,698	\$4,468,976
NPH Human Insulin, 100U/mL, 3mL, 5 300 unit Pen	4,558	\$2,526,747
PORTRAZZA, NECITUMUMAB 800MG/50ML, SINGLE DOSE VIAL	53	\$261,446
Prozac (Fluoxetine Hydrochloride), 10mg, bottles of 100	4,609	\$7,253,786
Prozac (Fluoxetine Hydrochloride), 20mg, bottles of 100	4	\$6,643
Prozac (Fluoxetine Hydrochloride), 20mg, bottles of 30	69,832	\$33,821,826
Prozac (Fluoxetine Hydrochloride), 40mg, bottles of 30	38,988	\$37,765,591
Prozac Weekly (Fluoxetine Hydrochloride), 90mg, blister package of 4	31	\$5,401
Regular Human Insulin, 100U/mL, 10mL, 1000 unit vial	18,253	\$3,182,947
ReoPro IV (Abciximab), 10mg/5mL, 1 single-use vial	4	\$5,942
Strattera (Atomoxetine Hydrochloride), 100mg, bottles of 30	3,303	\$1,837,129
Strattera (Atomoxetine Hydrochloride), 10mg, bottles of 30	1,151	\$546,126
Strattera (Atomoxetine Hydrochloride), 18mg, bottles of 30	1,181	\$560,361
Strattera (Atomoxetine Hydrochloride), 25mg, bottles of 30	5,181	\$2,458,281
Strattera (Atomoxetine Hydrochloride), 40mg, bottles of 30	15,477	\$7,978,703
Strattera (Atomoxetine Hydrochloride), 60mg, bottles of 30	5,371	\$2,768,858
Strattera (Atomoxetine Hydrochloride), 80mg, bottles of 30	8,124	\$4,518,569

2017 Lilly Cares Foundation Integrated Summary by Product

Showing data for all shipped products in 2017.

Attachment 1 - Page 2

NDC Description	Quantity Shipped	AWP Costs
Symbyax (Olanzapine & Fluoxetine), 12/25mg, bottles of 30	394	\$286,659
Symbyax (Olanzapine & Fluoxetine), 12/50mg, bottles of 30	594	\$432,171
Symbyax (Olanzapine & Fluoxetine), 3/25mg, bottles of 30	376	\$132,788
Symbyax (Olanzapine & Fluoxetine), 6/25mg, bottles of 30	989	\$477,450
Symbyax (Olanzapine & Fluoxetine), 6/50mg, bottles of 30	484	\$233,656
Taltz (ixekizumab), 80mg single-dose, autoinjector, carton of 2	6,743	\$75,894,578
Taltz (ixekizumab), 80mg single-dose, prefilled syringe, carton of 1	390	\$2,235,800
Taltz (ixekizumab), 80mg single-dose, prefilled syringe, carton of 2	246	\$2,710,998
Taltz (ixekizumab), 80mg single-dose, prefilled syringe, carton of 3	200	\$3,439,635
Trulicity (Dulaglutide), 0.75mg/0.5ml Single Dose Pen, carton of 4 pens	27,905	\$22,233,516
Trulicity (Dulaglutide), 1.5mg/0.5ml Single Dose Pen, carton of 4 pens	39,686	\$31,653,463
Verzenio, 100mg, pack of 14 tablets	150	\$492,660
Verzenio, 150mg, pack of 14 tablets	450	\$1,477,980
Verzenio, 200mg, pack of 14 tablets	150	\$492,660
Verzenio, 50mg, pack of 14 tablets	50	\$164,220
Zyprexa (Olanzapine), 10mg, bottles of 30	24,302	\$16,185,739
Zyprexa (Olanzapine), 15mg, bottles of 30	11,695	\$11,681,680
Zyprexa (Olanzapine), 2.5mg, bottles of 30	3,783	\$1,417,476
Zyprexa (Olanzapine), 20mg, bottles of 30	13,490	\$17,975,493
Zyprexa (Olanzapine), 5mg, bottles of 30	17,681	\$7,811,894
Zyprexa (Olanzapine), 7.5mg, bottles of 30	2,638	\$1,418,509
Zyprexa Relprevv (Olanzapine), 210mg, 1 single-use kit	20	\$14,152
Zyprexa Relprevv (Olanzapine), 300mg, 1 single-use kit	158	\$159,719
Zyprexa Relprevv (Olanzapine), 405mg, 1 single-use kit	30	\$40,941
Zyprexa Zydis (Olanzapine), 10mg, pack of 30 tablets	1,558	\$1,091,864
Zyprexa Zydis (Olanzapine), 15mg, pack of 30 tablets	497	\$514,008
Zyprexa Zydis (Olanzapine), 20mg, pack of 30 tablets	603	\$824,500
Zyprexa Zydis (Olanzapine), 5mg, pack of 30 tablets	1,131	\$538,316
Grand Total	1,149,992	\$827,190,505

Lilly Cares Foundation, Inc - Form 990PF, Part VIII-List of Officers, Directors, and Trustees-2017 Attachment 2

Name & Address	Title & Average Hours Per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Acct and Other Allowances
Joshua L Smiley Lilly Corporate Center Indianapolis, IN 46285	Treasurer 1 0	0	0	0
Bronwen L Mantlo Lilly Corporate Center Indianapolis, IN 46285	Assistant Secretary 1 0	0	0	0
Tiffany Benjamin Lilly Corporate Center Indianapolis, IN 46285	Secretary 1 0	0	0	0
Tamara Cooper LCC- LTC-South Indianapolis, IN 46285 <i>Completed Position 07/04/2017</i>	Vice President 25 0	0	0	0
Laura Swint LCC- LTC-South Indianapolis, IN 46285 <i>Assumed Position 07/05/2017</i>	Vice President 1 0	0	0	0
Steven Stapleton LCC- LTC-South Indianapolis, IN 46285	President, Director, & Chairman BD 35 0	0	0	0
Alonzo Weems LCC-LTC-South Indianapolis, IN 46285	Director 1 0	0	0	0
Ora Pescovitz LCC-LTC-South Indianapolis, IN 46285 <i>Completed Position 06/30/2017</i>	Director 1 0	0	0	0
Kelly Wiggins Payne LCC- LTC-South Indianapolis, IN 46285 <i>Assumed Position 07/05/2017</i>	Director 1 0	0	0	0
Sherry Martin LCC- LTC-South Indianapolis, IN 46285 <i>Assumed Position 07/05/2017</i>	Director 1 0	0	0	0
Terrance M Lyons LCC-LTC-South Indianapolis IN 46285 <i>Completed Position 03/31/2017</i>	Director 1 0	0	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LILLY CARES FOUNDATION
PO BOX 13185
LA JOLLA, CA 92039
800-545-6962

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATIONS MUST BE SUBMITTED BY PATIENTS AND PHYSICIANS ON OFFICIAL LILLY CARES APPLICATION FORMS WHICH MAY BE OBTAINED BY CALLING 1-800-545-6962 OR BY ACCESSING ONLINE AT WWW.LILLYCARES.COM.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

PHARMACEUTICALS ARE DISTRIBUTED TO THE ILL, NEEDY, THE INDIGENT, AND INFANTS BASED ON MULTIPLE OF THE FEDERAL POVERTY LEVEL. IN ADDITION, CRITERIA INCLUDES US LEGAL RESIDENT STATUS, A LICENSED HCP PRESCRIBING A LILLY MEDICATION, AND INSURANCE STATUS.