

Edgar Filing: LILLY ELI & CO - Form SC 13G

LILLY ELI & CO  
Form SC 13G  
February 11, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. )\*

Eli Lilly and Company  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

532457108  
(CUSIP Number)

December 31, 2007  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: LILLY ELI & CO - Form SC 13G

CUSIP: 532457108

Page 1 of 5

- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Capital World Investors \*\*
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- 5 SOLE VOTING POWER  
4,350,000
- 6 SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
NONE
- 7 SOLE DISPOSITIVE POWER  
80,085,190
- 8 SHARED DISPOSITIVE POWER  
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
80,085,190 Beneficial ownership disclaimed pursuant to Rule 13d-4
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.1%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IA

\*\* A division of Capital Research and Management Company (CRMC)

Edgar Filing: LILLY ELI & CO - Form SC 13G

CUSIP: 532457108

Page 2 of 5

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Schedule 13G  
Under the Securities Exchange Act of 1934

Amendment No.

Item 1(a) Name of Issuer:  
Eli Lilly and Company

Item 1(b) Address of Issuer's Principal Executive Offices:  
Lilly Corporate Center  
Indianapolis, Indiana 46285

Item 2(a) Name of Person(s) Filing:  
Capital World Investors

Item 2(b) Address of Principal Business Office or, if none,  
Residence:  
333 South Hope Street  
Los Angeles, CA 90071

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:  
Common Stock

Item 2(e) CUSIP Number:  
532457108

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)  
or 240.13d-2(b) or (c), check whether the person filing is a:  
(e)  An investment adviser in accordance with  
section 240.13d-1(b) (1) (ii) (E).

Item 4 Ownership

Provide the following information regarding the aggregate  
number and percentage of the class of securities of the issuer  
identified in Item 1.

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

See page 2

Capital World Investors is deemed to be the beneficial owner of

## Edgar Filing: LILLY ELI & CO - Form SC 13G

80,085,190 shares or 7.1% of the 1,134,313,000 shares of Common Stock believed to be outstanding as a result of CRMC acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

CUSIP: 532457108

Page 3 of 5

Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

Item 6 Ownership of More than Five Percent on Behalf of Another Person: One or more clients of Capital World Investors have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of Eli Lilly and Company.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person. : N/A

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2008

Signature: Robert W. Lovelace^  
Name/Title: Robert W. Lovelace - Senior Vice  
President  
Capital World Investors

^By /s/ Donald H. Rolfe  
Donald H. Rolfe  
Attorney-in-fact

Signed pursuant to a Power of Attorney dated December 21,

## Edgar Filing: LILLY ELI & CO - Form SC 13G

2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital World Investors on January 10, 2008 with respect to Lowes Companies, Incorporated.

CUSIP: 532457108

Page 4 of 5

CUSIP: 532457108

Page 5 of 5

stTable" style="FONT-SIZE: 10pt; FONT-FAMILY: 'Times New Roman', Times, serif; WIDTH: 100%"  
cellspacing="0" cellpadding="0"> Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange  
Act (17 CFR 240.13e-4(c))

---

---

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Board of Directors of AXT, Inc. (the “Company”) adopted the 2015 Equity Incentive Plan (the “2015 Plan”) on April 2, 2015, subject to approval from the Company’s stockholders at the Annual Meeting of Stockholders (the “Annual Meeting”) held on May 21, 2015. The stockholders of the Company approved the 2015 Plan at the Annual Meeting. A brief summary of the 2015 Plan was included as part of Proposal 3 in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 8, 2015, as amended on April 17, 2015 (the “Proxy Statement”). The summary of the 2015 Plan contained in the Proxy Statement is qualified by and subject to the full text of the 2015 Plan, which was filed as Appendix A to the Proxy Statement and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting on May 21, 2015. The matters voted upon at the Annual Meeting and the results of such voting are set forth below:

Proposal 1: Election of one (1) Class II director to hold office for a three-year term and until his successor is elected and qualified:

Name of Director	For	%	Against	%	Withheld	%	Broker Non-Votes
Jesse Chen	14,992,201	87.50	0	2,136,017	12.58	767,370	

Mr. Jesse Chen was duly elected as the Class II director.

Proposal 2: Advisory vote on executive compensation:

For	Against	Abstain	Broker Non-Votes
15,534,777	1,087,451	505,990	8,767,370

The compensation of the Company’s named executive officers, as disclosed in the Proxy Statement, was approved on an advisory basis.

Proposal 3: Approval of the 2015 Plan:

For	Against	Abstain
15,833,071	1,270,228	24,919

The 2015 Plan was approved.

Proposal 4: Ratification of the appointment of Burr Pilger Mayer, Inc. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015:

For	Against	Abstain
25,040,246	853,342	2,000

The appointment of Burr Pilger Mayer, Inc. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015 was ratified.

SIGNATURES

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.

AXT, Inc.

By: /s/ Gary L. Fischer  
Gary L. Fischer  
Chief Financial  
Officer and  
Corporate Secretary

Date: May 22, 2015

---