

Aeglea BioTherapeutics, Inc.

Form 4/A

April 14, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LILLY ELI & CO

2. Issuer Name **and** Ticker or Trading
Symbol
Aeglea BioTherapeutics, Inc.
[AGLE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
LILLY CORPORATE CENTER,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

INDIANAPOLIS, IN 46285

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/14/2016

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	04/12/2016		C	V Amount (A) or (D) Price 2,010,924 A \$ 0 (1)	2,068,543	I	by fund (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LILLY ELI & CO LILLY CORPORATE CENTER INDIANAPOLIS, IN 46285	X
Lilly Ventures Fund I LLC 115 W. WASHINGTON STREET SUITE 1680 SOUTH INDIANAPOLIS, IN 46204	X
Shanafelt Armen C/O LILLY VENTURES 115 W. WASHINGTON STREET, STE 1680 SOUTH INDIANAPOLIS, IN 46204	X

Signatures

Tiffany R. Benjamin, Authorized Person, authorization
on file 04/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In connection with the consummation of the Issuer's initial public offering on April 12, 2016, each share of Series A Preferred Stock and
(1) Series B Preferred Stock automatically converted into one (1) share of Common Stock for no additional consideration, and had no
expiration date. All shares of Common Stock issued upon conversion were aggregated.

These shares are owned directly by Lilly Ventures Fund I LLC (the "Fund"). LV Management Group LLC (the "Management Company")
(2) has sole voting and dispositive authority with respect to the shares. Dr. Shanafelt disclaims beneficial ownership of the shares held of
record by the Fund, except to the extent of his pecuniary interest therein.

This line item is being re-reported in order to gain access to the filing system. This Form is being amended to include Reporting Owners,
(3) Lilly Ventures Fund I LLC, and Dr. Shanafelt Armen as beneficial owners of the shares reported in the Form 4, previously filed by Eli
Lilly and Company on April 14, 2016.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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