

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

**SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No: 1)***

**Precision BioSciences, Inc.
(Name of Issuer)**

**Common Stock, par value \$0.000005 per share
(Title of Class of Securities)**

**74019P108
(CUSIP Number)**

**December 31, 2022
(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 disclosures provided in a prior cover page.

The information required on 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).

1.	Names of Reporting Persons Eli Lilly and Company 35-0470950	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Indiana	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 3,762,190
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 3,762,190
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 3,762,190	
10.	Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 3.4% ⁽¹⁾	
12.	Type of Reporting Person (See Instructions) CO	

⁽¹⁾ The percentage is calculated based upon 110,958,955 outstanding shares of Common Stock of the Issuer as of November 3, 2022, as reported on on Form 10-Q, filed on November 8, 2022.

Item 1. Name of Issuer

- (a) Name of Issuer:
Precision Biosciences, Inc.
- (b) Address of Issuer's Principal Executive Offices:
302 East Pettigrew Street, Suite A-100
Durham, NC 27701

Item 2. Name of Person Filing

- (a) Name:
Eli Lilly and Company
- (b) Address of Principal Business Office:
c/o Lilly Corporate Center
Indianapolis, Indiana 46285
- (c) Citizenship:
Indiana corporation
- (d) Title of Class of Securities:
Common Stock, \$0.000005 par value per share
- (e) CUSIP Number:
74019P108

Item 3. If this statement is filed pursuant to § 240.13d-1(b) or § 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

All ownership information is as of December 31, 2022.

- (a) Amount Beneficially Owned: See Item 9 of Cover Sheet.
- (b) Percent of Class: See Item 11 of Cover Sheet.
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote: See Item 5 of Cover Sheet.
 - (ii) shared power to vote or to direct the vote: See Item 6 of Cover Sheet.

- (iii) sole power to dispose or to direct the disposition of: See Item 7 of Cover Sheet.
- (iv) shared power to dispose or to direct the disposition of: See Item 8 of Cover Sheet.

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 Common Stock, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Member of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

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.

Dated: January 27, 2023

ELI LILLY AND COMPANY

By: * _____
Authorized Signatory

*By: /s/ _____
Christopher Anderson
Attorney-in-Fact

This Schedule 13G was executed pursuant to a power of attorney previously filed with the Securities and Exchange Commission, and hereby incorporated by reference herein. The power of attorney was filed as Exhibit 99.3 to a filing by Eli Lilly and Company on Schedule 13G for Forma Therapeutics Holdings, Inc. on February 10, 2022.