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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No: 1)***

Surface Oncology, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

86877M209
(CUSIP Number)

December 31, 2021
(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 Lilly Ventures Fund I LLC	
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 Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 0
	6.	Shared Voting Power 1,593,997(1)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 1,593,997(1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,593,997(1)	
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) 3.5%(2)	
12.	Type of Reporting Person (See Instructions) OO	

- (1) As described in Items 5-9 above, Lilly Ventures Fund I LLC (“LV”) directly holds 1,593,997 shares of the Issuer’s Common Stock. Eli Lilly and Company (“Eli Lilly”) has voting and dispositive power over the shares held by LV. As such, each of the Reporting Persons share voting and dispositive power with respect to the shares held by LV.
- (2) This percentage is calculated based upon 46,135,245 outstanding shares of Common Stock of the Issuer, as set forth in the Issuer’s Quarterly Report on Form 10-Q, filed on November 4, 2021.

1.	Names of Reporting Persons Eli Lilly and Company	
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 0
	6.	Shared Voting Power 1,593,997(1)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 1,593,997(1)
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,593,997(1)	
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) 3.5%(2)	
12.	Type of Reporting Person (See Instructions) CO	

(1) As described in Items 5-9 above, LV directly holds 1,593,997 shares of the Issuer's Common Stock. Eli Lilly has voting and dispositive power over the shares held by LV. As such, each of the Reporting Persons share voting and dispositive power with respect to the shares held by LV.

(2) This percentage is calculated based upon 46,135,245 outstanding shares of Common Stock of the Issuer, as set forth in the Issuer's Quarterly Report on Form 10-Q, filed on November 4, 2021.

Item 1. Name of Issuer

(a) Name of Issuer:

Surface Oncology, Inc.

(b) Address of Issuer's Principal Executive Offices: 50

Hampshire Street, 8th Floor

Cambridge, Massachusetts 02139

Item 2. Name of Person Filing

(a) Name:

Lilly Ventures Fund I LLC

Eli Lilly and Company

(b) Address of Principal Business Office:

c/o Lilly Corporate Center

Indianapolis, Indiana 46285

(c) Citizenship:

Lilly Ventures Fund I LLC

Delaware limited liability company

Eli Lilly and Company

Indiana corporation

(d) Title of Class of Securities:

Common Stock, \$0.0001 par value

(e) CUSIP Number:

86877M209

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, 2021.

(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 Persons have ceased to be the beneficial owners 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

Not Applicable.

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: February 10, 2022

LILLY VENTURES FUND I LLC

By: * _____
Authorized Signatory

ELI LILLY AND COMPANY

By: ** _____
Authorized Signatory

/s/ Christopher Anderson

*By: Christopher Anderson
Attorney-in-Fact

This Schedule 13G was executed pursuant to a Power of Attorney for Lilly Ventures Fund I LLC filed on the date hereof with the Securities and Exchange Commission and attached as an exhibit hereto.

/s/ Christopher Anderson

**By: Christopher Anderson
Attorney-in-Fact

This Schedule 13G was executed pursuant to a Power of Attorney for Eli Lilly and Company filed on the date hereof with the Securities and Exchange Commission and attached as an exhibit hereto.

Joint Filing Agreement

IN ACCORDANCE WITH Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Shares, par value \$0.0001 per share, of Surface Oncology, Inc., a Delaware corporation, and that this Joint Filing Agreement be included as an exhibit to such joint filing.

This Joint Filing Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of this 10th day of February 2022.

LILLY VENTURES FUND I LLC

By: *

Authorized Signatory

ELI LILLY AND COMPANY

By: **

Authorized Signatory

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

This Schedule 13G was executed pursuant to a Power of Attorney for Lilly Ventures Fund I LLC filed on the date hereof with the Securities and Exchange Commission and attached as an exhibit hereto.

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

This Schedule 13G was executed pursuant to a Power of Attorney for Eli Lilly and Company filed on the date hereof with the Securities and Exchange Commission and attached as an exhibit hereto.

Power of Attorney

The undersigned, LILLY VENTURES FUND I LLC, a Delaware limited liability company (the "Company"), does hereby make, constitute and appoint each of Anat Hakim, Christopher Anderson and Jonathan Groff acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to time, executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, 13G and 13H and any amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 10th day of February, 2022.

Lilly Ventures Fund I LLC

Eli Lilly and Company, its Managing Member

By: /s/ Anat Ashkenazi

Name: Anat Ashkenazi

Title: Senior Vice President
and Chief Financial Officer

Power of Attorney

The undersigned, ELI LILLY AND COMPANY, a corporation duly organized under the laws of the State of Indiana, United States (the "Company"), does hereby make, constitute and appoint each of Anat Hakim, Christopher Anderson and Jonathan Groff acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to time, executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, 13G and 13H and any amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 10th day of February, 2022.

Eli Lilly and Company

By: /s/ Anat Ashkenazi

Name: Anat Ashkenazi

Title: Senior Vice President
and Chief Financial Officer