

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Talarico Ernest III</u>  (Last) (First) (Middle) <u>C/O NEWLINK GENETICS CORPORATION</u> <u>2503 SOUTH LOOP DR., SUITE 5100</u>  (Street) <u>AMES IA 50010</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWLINK GENETICS CORP [ (NLNK) ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$3.07	07/31/2019		D			23,809	03/03/2011	03/02/2020	Common Stock	23,809	(1)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A			11,905	(2)	07/31/2026	Common Stock	11,905	(1)	11,905	D
Stock Option (Right to Buy)	\$3.07	07/31/2019		D			23,809	03/03/2010	03/02/2020	Common Stock	23,809	(1)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A			11,905	(2)	07/31/2026	Common Stock	11,905	(1)	11,905	D
Stock Option (Right to Buy)	\$10.02	07/31/2019		D			11,904	01/01/2012	12/08/2020	Common Stock	11,904	(1)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A			5,952	(2)	07/31/2026	Common Stock	5,952	(1)	5,952	D
Stock Option (Right to Buy)	\$10.02	07/31/2019		D			2,380	12/09/2011	12/08/2020	Common Stock	2,380	(1)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A			1,190	(2)	07/31/2026	Common Stock	1,190	(1)	1,190	D
Stock Option (Right to Buy)	\$13.3	07/31/2019		D			11,902	(3)	11/01/2022	Common Stock	11,902	(4)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A			3,968	(2)	07/31/2026	Common Stock	3,968	(4)	3,968	D
Stock Option (Right to Buy)	\$14.71	07/31/2019		D			12,000	(5)	05/08/2023	Common Stock	12,000	(4)	0	D

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		4,000		(2)	07/31/2026	Common Stock	4,000	(4)	4,000	D	
Stock Option (Right to Buy)	\$21.23	07/31/2019		D			15,659	(5)	04/30/2024	Common Stock	15,659	(4)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		5,220		(2)	07/31/2026	Common Stock	5,220	(4)	5,220	D	
Stock Option (Right to Buy)	\$44.6	07/31/2019		D			6,349	(5)	04/29/2025	Common Stock	6,349	(6)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		1,588		(2)	07/31/2026	Common Stock	1,588	(6)	1,588	D	
Stock Option (Right to Buy)	\$10.78	07/31/2019		D			17,774	(5)	08/08/2026	Common Stock	17,774	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		8,887		(2)	07/31/2026	Common Stock	8,887	(1)	8,887	D	
Stock Option (Right to Buy)	\$10.78	07/31/2019		D			4,782	(5)	08/08/2026	Common Stock	4,782	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,391		(2)	07/31/2026	Common Stock	2,391	(1)	2,391	D	
Stock Option (Right to Buy)	\$17.42	07/31/2019		D			13,309	(5)	05/11/2027	Common Stock	13,309	(4)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		4,437		(2)	07/31/2026	Common Stock	4,437	(4)	4,437	D	
Stock Option (Right to Buy)	\$5.33	07/31/2019		D			27,777	(5)	05/22/2028	Common Stock	27,777	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		13,889		(2)	07/31/2026	Common Stock	13,889	(1)	13,889	D	

**Explanation of Responses:**

- On July 31, 2019, the issuer cancelled this option grant pursuant to the issuer's option exchange program. In exchange, for every two cancelled options, the reporting person received a replacement option having an exercise price of \$1.77 per share.
- The option vests as to 50% on the first anniversary of grant date and the remaining 50% on the second anniversary of grant date.
- The option provided that 50% of the option vested on November 2, 2013 and the remaining 50% of such option vested in equal monthly installments over the next 12 months, provided (i) that the option shall vest in full on the date of the Annual Meeting held two years after the date of grant and (ii) that at the relevant vesting dates the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan.
- On July 31, 2019, the issuer cancelled this option grant pursuant to the issuer's option exchange program. In exchange, for every three cancelled options, the reporting person received a replacement option having an exercise price of \$1.77 per share.
- The option provided that one hundred percent (100%) of the shares would vest on the earlier of (i) the first anniversary of the date of grant and (ii) the date of the first Annual Meeting following the date of grant, in each case subject to the Reporting Person's continuous service as of such date.
- On July 31, 2019, the issuer cancelled this option grant pursuant to the issuer's option exchange program. In exchange, for every four cancelled options, the reporting person received a replacement option having an exercise price of \$1.77 per share.

**Remarks:**

/s/ Ryan Trytten, attorney-in-  
fact

08/02/2019

\*\* Signature of Reporting Person      Date

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

\* 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).

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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