

**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>Vahanian Nicholas N.</u>			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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>President</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>C/O NEWLINK GENETICS CORPORATION</u> <u>2503 SOUTH LOOP DR., SUITE 5100</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>AMES</u>	<u>IA</u>	<u>50010</u>						
(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 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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$2.97	07/31/2019		D			380,952	12/04/2010	12/03/2019	Common Stock	380,952	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		167,896		(2)	07/31/2026	Common Stock	167,896	(1)	167,896	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		22,580		(2)	07/31/2026	Common Stock	22,580	(1)	22,580	D	
Stock Option (Right to Buy)	\$3.07	07/31/2019		D		190,476		12/04/2010	03/02/2020	Common Stock	190,476	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		95,238		(2)	07/31/2026	Common Stock	95,238	(1)	95,238	D	
Stock Option (Right to Buy)	\$7	07/31/2019		D		42,857		04/14/2012	11/09/2021	Common Stock	42,857	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		14,286		(2)	07/31/2026	Common Stock	14,286	(1)	14,286	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		7,143		(2)	07/31/2026	Common Stock	7,143	(1)	7,143	D	
Stock Option (Right to Buy)	\$6.87	07/31/2019		D		80,000		01/18/2013	01/18/2022	Common Stock	80,000	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		31,921		(2)	07/31/2026	Common Stock	31,921	(1)	31,921	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		8,080		(2)	07/31/2026	Common Stock	8,080	(1)	8,080	D	
Stock Option (Right to Buy)	\$11.79	07/31/2019		D		90,000		01/14/2014	01/13/2023	Common Stock	90,000	(3)	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		26,872		(2)	07/31/2026	Common Stock	26,872	(3)	26,872	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		3,129		(2)	07/31/2026	Common Stock	3,129	(3)	3,129	D	
Stock Option (Right to Buy)	\$21.38	07/31/2019		D		71,250		(4)	01/01/2024	Common Stock	71,250	(3)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		22,041		(2)	07/31/2026	Common Stock	22,041	(3)	22,041	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		1,710		(2)	07/31/2026	Common Stock	1,710	(3)	1,710	D	
Stock Option (Right to Buy)	\$43.65	07/31/2019		D		81,000		(4)	01/01/2025	Common Stock	81,000	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		19,438		(2)	07/31/2026	Common Stock	19,438	(5)	19,438	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		813		(2)	07/31/2026	Common Stock	813	(5)	813	D	
Stock Option (Right to Buy)	\$34.73	07/31/2019		D		84,275		(4)	01/03/2026	Common Stock	84,275	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		18,246		(2)	07/31/2026	Common Stock	18,246	(5)	18,246	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,195		(6)	07/31/2026	Common Stock	2,195	(5)	2,195	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		190		(2)	07/31/2026	Common Stock	190	(5)	190	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		439		(6)	07/31/2026	Common Stock	439	(5)	439	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.
- 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 it would vest in 48 equal monthly installments beginning the first month after grant date 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.
- The option vests as to 50% on the second anniversary of grant date and the remaining 50% on the third anniversary of grant date.

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.