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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
<a href="#">0001126234</a>			X Corporation
<b>Name of Issuer</b> NEWLINK GENETICS CORP			Limited Partnership
<b>Jurisdiction of Incorporation/Organization</b> DELAWARE			Limited Liability Company
<b>Year of Incorporation/Organization</b> X Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be Formed			General Partnership
			Business Trust
			Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
NEWLINK GENETICS CORP		2901 SOUTH LOOP DRIVE		Building 3, SUITE 3900	
City	State/Province/Country	ZIP/PostalCode			
AMES	IA	50010			515-296-4351

3. Related Persons

Last Name	First Name	Middle Name
Link, M.D.	Charles	
Street Address 1	Street Address 2	ZIP/PostalCode
2901 South Loop Drive	Building 3, Suite 3900	
City	State/Province/Country	ZIP/PostalCode
Ames	IA	50010
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Vahanian, M.D.	Nicholas	
Street Address 1	Street Address 2	ZIP/PostalCode
2901 South Loop Drive	Building 3, Suite 3900	
City	State/Province/Country	ZIP/PostalCode
Ames	IA	50010
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Link	Gordon	H.
Street Address 1	Street Address 2	
2901 South Loop Drive	Building 3, Suite 3900	
City	State/Province/Country	ZIP/PostalCode
Ames	IA	50010
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Raffin, M.D.	Tom	
Street Address 1	Street Address 2	
2901 South Loop Drive	Building 3, Suite 3900	
City	State/Province/Country	ZIP/PostalCode
Ames	IA	50010
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Talarico, III	Ernest	
Street Address 1	Street Address 2	
2901 South Loop Drive	Building 3, Suite 3900	
City	State/Province/Country	ZIP/PostalCode
Ames	IA	50010
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Lundquist	David	J.
Street Address 1	Street Address 2	
2901 South Loop Drive	Building 3, Suite 3900	
City	State/Province/Country	ZIP/PostalCode
Ames	IA	50010
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Alexander, M.D.	Sarah	J.
Street Address 1	Street Address 2	
2901 South Loop Drive	Building 3, Suite 3900	
City	State/Province/Country	ZIP/PostalCode
Ames	IA	50010
<b>Relationship:</b> Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Lynn	Kenneth	
Street Address 1	Street Address 2	
2901 South Loop Drive	Building 3, Suite 3900	
City	State/Province/Country	ZIP/PostalCode
Ames	IA	50010



7. Type of Filing

New Notice Date of First Sale 2008-02-08 First Sale Yet to Occur  
 X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$100,000 USD

12. Sales Compensation

Recipient (Associated) Broker or Dealer X None	Recipient CRD Number X None (Associated) Broker or Dealer CRD Number X None	
<b>Street Address 1</b>	<b>Street Address 2</b>	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$30,000,000 USD or Indefinite  
 Total Amount Sold \$20,714,105 USD  
 Total Remaining to be Sold \$9,285,895 USD or Indefinite

Clarification of Response (if Necessary):

Initial offering of \$25,000,000 of Series C Preferred was expanded to \$30,000,000

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees

\$0 USD Estimate

Clarification of Response (if Necessary):

#### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$4,593,363 USD Estimate

Clarification of Response (if Necessary):

Executive officers (EOs) and directors are not directly compensated with proceeds. Proceeds are applied to working capital purposes, including payment of EOs' salaries. Figure provided equals 3 years' of 2009 level salaries for the 4 named EOs.

#### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
NEWLINK GENETICS CORP	/Gordon Link/	Gordon Link	CFO	2009-07-28

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.