

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Talarico Ernest III</u>  (Last) (First) (Middle) <u>C/O NEWLINK GENETICS CORP.</u> <u>2503 SOUTH LOOP DR., SUITE 5100</u>  (Street) <u>AIMES IA 50010</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/10/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>NEWLINK GENETICS CORP [ NLNK ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>11,904</u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (right to buy)</u>	<u>10/18/2002<sup>(1)</sup></u>	<u>10/17/2012</u>	<u>Common Stock</u>	<u>2,380</u>	<u>0.53</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>02/01/2008<sup>(1)</sup></u>	<u>12/13/2017</u>	<u>Common Stock</u>	<u>14,285</u>	<u>2.1</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>06/09/2003<sup>(1)</sup></u>	<u>07/15/2018</u>	<u>Common Stock</u>	<u>3,571</u>	<u>2.1</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>01/30/2004<sup>(1)</sup></u>	<u>07/15/2018</u>	<u>Common Stock</u>	<u>28,571</u>	<u>2.1</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>02/01/2007<sup>(1)</sup></u>	<u>08/05/2018</u>	<u>Common Stock</u>	<u>7,142</u>	<u>2.1</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>01/04/2010<sup>(2)</sup></u>	<u>12/03/2019</u>	<u>Common Stock</u>	<u>3,205</u>	<u>1.95</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>01/04/2010<sup>(1)</sup></u>	<u>12/03/2019</u>	<u>Common Stock</u>	<u>2,564</u>	<u>1.95</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>03/03/2010<sup>(1)</sup></u>	<u>03/02/2020</u>	<u>Common Stock</u>	<u>23,809</u>	<u>3.07</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>03/03/2011<sup>(3)</sup></u>	<u>03/02/2020</u>	<u>Common Stock</u>	<u>23,809</u>	<u>3.07</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>01/01/2012<sup>(3)</sup></u>	<u>12/08/2020</u>	<u>Common Stock</u>	<u>11,904</u>	<u>10.02</u>	<u>D</u>
<u>Stock Option (right to buy)</u>	<u>12/09/2011<sup>(3)</sup></u>	<u>12/08/2020</u>	<u>Common Stock</u>	<u>2,380</u>	<u>10.02</u>	<u>D</u>
<u>Series E Preferred Stock</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>1,732</u>	<u>(4)</u>	<u>D</u>

## Explanation of Responses:

- Grant to the Reporting Person of a stock option under the Issuer's 2009 Equity Incentive Plan (the "Plan"). The option is fully vested.
- Grant to the Reporting Person of a stock option under the Plan. The option vests in equal monthly installments over a 24 month period, provided 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. The option expires ten years after the date of grant.
- Grant to the Reporting Person of a stock option under the Plan. The option vests over a two-year period, with 50% of such option vesting on the one-year anniversary of the vesting commencement date and the remaining 50% of such option vesting in equal monthly installments over the next 12 months, provided 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. The option expires ten years after the date of grant.
- Every one share of Series E Preferred Stock will automatically convert at a price equal to (1) the product of (A) the price at which the shares of common stock are sold to the public in Issuer's initial public offering and (B) 0.85 (as adjusted to reflect any adjustments to the Series E conversion price occurring prior to any such adjustment occurring in connection with the Issuer's initial public offering if it closes on or before December 31, 2011, or (2) \$6.25 per common share under any other conversion scenario.

/s/ Ernest J. Talarico III11/09/2011

\*\* 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 5 (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.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Charles J. Link, Jr., Gordon H. Link, Daniel Wobbekind, Bryn Weaver and James C.T. Linfield, or any one of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of NewLink Genetics Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Company or Cooley LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of November, 2011.

/s/ Ernest J. Talarico, III

**ERNEST J. TALARICO, III**

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