SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed 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* Vahanian Nicholas N.	2. Issuer Name **and** Ticker or Trading Symbol NEWLINK GENETICS CORP [(NLNK)]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

C/O NEWLINK GENETICS CORPORATION

2503 SOUTH LOOP DR., SUITE 5100

(Street)

AMES   IA   50010

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2014

4. If Amendment, Date of Original Filed (Month/Day/Year)

	Director	10% Owner
X	Officer (give title below)	Other (specify below)

President, Chief Medical Offic

6. Individual or Joint/Group Filing (Check Applicable Line)

X   Form filed by One Reporting Person

Form filed by More than One Reporting Person

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			
Common Stock	01/02/2014		A		9,500[1]	A	$0	78,644	D	
Common Stock	01/02/2014		A		15,000[2]	A	$0	93,644	D	
Common Stock								52,856	I	By Spouse

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)	$21.38	01/02/2014		A		71,250		[3]	01/01/2024	Common Stock	71,250	$0	71,250	D	

Explanation of Responses:

1. Represents shares issued as restricted stock units ("RSUs") under the Issuer's 2009 Equity Incentive Plan (the "Plan") that were received as an award, for no consideration. 100% of the RSUs vest immediately.

2. Represents shares issues as RSUs under the Plan that were received as an award, for no consideration. The RSUs vest in a series of four successive annual installments beginning on January 2, 2015, provided in each case that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan.

3. Grant to the Reporting Person of a stock option under the Plan. The option vests and becomes exercisable in a series of 48 successive equal monthly installments beginning on January 2, 2014, 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.

Remarks:

/s/ Gordon Link, by power of attorney   01/06/2014

** Signature of Reporting Person   Date