

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 21, 2012 (December 17, 2012)

**NewLink Genetics Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35342**  
(Commission  
File Number)

**42-1491350**  
(IRS Employer  
Identification No.)

**2503 South Loop Drive**  
**Ames, IA**  
(Address of principal executive offices)

**50010**  
(Zip Code)

Registrant's telephone number, including area code: **(515) 296-5555**

**Not applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Section 5 - Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

#### (e) Executive Officer Compensation and Equity Awards

On December 17, 2012, the Board (a) approved 401(k) contributions for the Company's named executive officers, and (b) approved 2012 bonuses for certain of the Company's "named executive officers."

#### 401(k) Contributions

The Company's employees, including its executive officers, are eligible to participate in the Company's 401(k) plan (the "401(k) Plan"). The 401(k) Plan provides that each participant may contribute a portion of his or her pretax compensation. In addition, the Company provides an annual contribution of 3% of each participant's salary (the "Safe Harbor Contribution"). The Safe Harbor Contribution is capped at \$7,500.00 per year. The Board also has the discretion to approve additional contributions to participants (the "Discretionary Contribution"). For 2012, the Board approved Discretionary Contribution amounts for named executive officers that, when added to the Safe Harbor Contributions, totaled 4.5% of each named executive officer's 2012 total compensation, which included 2012 salary and 2011 bonuses that were paid in 2012. The following table lists the 401(k) contributions that the Company made to its named executive officers for 2012:

<b>Named Executive Officer</b>	<b>Discretionary Contribution</b>	<b>Safe Harbor Contribution</b>	<b>Total 401(k) Contribution</b>	<b>Percent of Total Compensation Paid in 2012</b>
Dr. Charles J. Link, Jr.	\$28,421.25	\$7,500.00	\$35,921.25	4.5%
Dr. Nicholas N. Vahanian	\$18,600.00	\$7,500.00	\$26,100.00	4.5%
Gordon H. Link, Jr.	\$8,763.00	\$7,500.00	\$16,263.00	4.5%
Dr. W. Jay Ramsey	\$8,096.24	\$7,500.00	\$15,596.24	4.5%

#### 2012 Bonuses to Named Executive Officer Compensation

The 2012 bonus awards for the applicable named executive officers are set forth on Exhibit 10.1 attached hereto and incorporated herein by reference. The 2012 bonus awards for the applicable named executive officers are based on the achievement of corporate and individual goals previously approved by the Board, except that the bonus awards to Mr. Gordon Link and Dr. Jay Ramsey reflected upward adjustment by the Board, as recommended by the Compensation Committee of the Board, from the bonus that would have been awarded under the previously approved criteria. The Board, upon recommendation of the Compensation Committee, determined that Mr. Gordon Link and Dr. Ramsey had met individual performance goals such that they would have earned 70% and 85%, respectively, of their respective target bonus amounts, but that based on individual performance in light of actual events they should be awarded bonuses equal to 85% and 90%, respectively of their target bonus amounts. The modifications approved to the bonus criteria of Mr. Gordon Link and Dr. Ramsey are set forth on Exhibit 10.1 hereto.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	2012 Named Executive Officer Bonus Awards

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 21, 2012

### **NewLink Genetics Corporation**

By: /s/ Gordon H. Link, Jr.  
Gordon H. Link, Jr.  
Its: Chief Financial Officer

## INDEX TO EXHIBITS

**Exhibit Number**

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**Description**

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10.1

2012 Named Executive Officer Bonus Awards

## 2012 Bonus Awards

Name and Title	Possible Percentage	Goal Percentage Achieved	Bonus Percentage Achieved	2012 Salary	Total Bonus Awarded
Charles J. Link, Jr., M.D. Chairman of the Board and Chief Executive and Scientific Officer	55%	100%	55%	\$515,000	\$283,250
Nicholas N. Vahanian, M.D. President and Chief Medical Officer	45%	100%	45%	\$400,000	\$180,000
Gordon H. Link, Jr. Chief Financial Officer (1)	35%	85%	30%	\$278,000	\$83,400
W. Jay Ramsey, M.D., Ph.D. Quality Assurance Officer (2)	30%	90%	27%	\$272,900	\$73,683

\*Bonuses listed as percentage of 2012 Base Salary

(1) Mr. Gordon Link's individual performance goals for 2012 included individual goals with respect to the Company's financing activities, which was given a weight of 20%, target Company product sales in specified circumstances, which was given a weight of 20%, development of the Company's stockholder base, which was given a weight of 20%, and specific targets with respect to SEC reporting, which was given a weight of 40%. The percentage achieved reflects that the Board, upon recommendation of the Compensation Committee, determined that Mr. Link (1) had completely met the performance goals relating to SEC reporting and financing activities, (2) had partially met the specific goal relating to development of the Company's stockholder base, but had achieved comparable performance relating to development of the stockholder base and therefore should be given full credit for this goal and (3) had not met the goal relating to Company product sales due to a re-prioritization of efforts given to Mr. Link by the Company and therefore he should be given credit for one-quarter achievement for this goal (5% of the 20% performance weighting associated with this goal). The overall adjustment of Mr. Gordon Link's total bonus approved by the Board was from 70% to 85% of his target bonus amount.

(2) Dr. Ramsey's performance goals for 2012 included completion of validation assays for a specific product candidate, which was given a weight of 50%, completion of major requirements with respect to specified regulatory filings, which was given a weight of 20%, submission of a new investigational new drug application for a potential Company product candidate, which was given a weight of 20%, and accomplishment of specified actions with respect to the regulatory process for a potential Company product candidate, which was given a weight of 10%. The percentage achieved reflects the Board, upon recommendation of the Compensation Committee, determined that Dr. Ramsey (1) had partially met his performance goals relating to completion of validation assays and submission of an investigational new drug application, (2) should be given full credit for meeting the specific goal relating to completion of major requirements with respect to specified regulatory filings due to his achieving unanticipated positive results in different Company regulatory filing matter and (3) had not met the goal relating to accomplishment of specified actions with respect to the regulatory process for a potential Company product candidate due to matters outside his control and therefore he should be given credit for three-quarters completion of this goal based on his progress demonstrated (7.5% of the 10% performance weighting associated with this goal). The overall adjustment of Dr. Ramsey's total bonus approved by the Board was from 85% to 90% of his target bonus amount.