

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>Langren Carl W.</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) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2019			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		
C/O NEWLINK GENETICS CORPORATION 2503 SOUTH LOOP DR., SUITE 5100			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	IA	50010						
(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)	\$3.07	07/31/2019		D		2,380		03/03/2011	03/02/2020	Common Stock	2,380	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		1,190		(2)	07/31/2026	Common Stock	1,190	(1)	1,190	D	
Stock Option (Right to Buy)	\$7	07/31/2019		D		16,666		04/14/2012	04/13/2021	Common Stock	16,666	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		8,333		(2)	07/31/2026	Common Stock	8,333	(1)	8,333	D	
Stock Option (Right to Buy)	\$7	07/31/2019		D		23,809		10/19/2012	10/18/2021	Common Stock	23,809	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		9,038		(2)	07/31/2026	Common Stock	9,038	(1)	9,038	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,867		(2)	07/31/2026	Common Stock	2,867	(1)	2,867	D	
Stock Option (Right to Buy)	\$6.87	07/31/2019		D		15,000		01/19/2013	01/18/2022	Common Stock	15,000	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		5,472		(2)	07/31/2026	Common Stock	5,472	(1)	5,472	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,028		(2)	07/31/2026	Common Stock	2,028	(1)	2,028	D	
Stock Option (Right to Buy)	\$11.79	07/31/2019		D		20,000		01/14/2014	01/13/2023	Common Stock	20,000	(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		3,539		(2)	07/31/2026	Common Stock	3,539	(3)	3,539	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			27,000	(4)	01/01/2024	Common Stock	27,000	(3)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		6,692		(2)	07/31/2026	Common Stock	6,692	(3)	6,692	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,309		(2)	07/31/2026	Common Stock	2,309	(3)	2,309	D	
Stock Option (Right to Buy)	\$43.65	07/31/2019		D			16,300	(4)	01/01/2025	Common Stock	16,300	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		3,487		(2)	07/31/2026	Common Stock	3,487	(5)	3,487	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		589		(2)	07/31/2026	Common Stock	589	(5)	589	D	
Stock Option (Right to Buy)	\$34.73	07/31/2019		D			8,989	(4)	01/03/2026	Common Stock	8,989	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		1,639		(2)	07/31/2026	Common Stock	1,639	(5)	1,639	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		328		(2)	07/31/2026	Common Stock	328	(5)	328	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		281		(6)	07/31/2026	Common Stock	281	(5)	281	D	
Stock Option (Right to Buy)	\$10.78	07/31/2019		D			20,000	(7)	08/08/2026	Common Stock	20,000	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		9,392		(2)	07/31/2026	Common Stock	9,392	(1)	9,392	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		278		(6)	07/31/2026	Common Stock	278	(1)	278	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		330		(2)	07/31/2026	Common Stock	330	(1)	330	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.
- The option provided that it would vest and in 36 equal monthly installments beginning on September 9, 2016, 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.

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.