

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>Link Charles J. Jr.</u>  (Last) (First) (Middle) <u>C/O NEWLINK GENETICS CORP.</u> <u>2503 SOUTH LOOP DR., SUITE 5100</u>  (Street) <u>AMES IA 50010</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>NEWLINK GENETICS CORP [ (NLNK) ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman of the Board and CEO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>01/03/2017</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	01/03/2017		F		5,265 <sup>(1)</sup>	D	\$10.28	277,491 <sup>(2)(3)(4)</sup>	D	
Common Stock	01/04/2017		F		3,169 <sup>(5)</sup>	D	\$11.04	274,322 <sup>(2)(3)(4)</sup>	D	
Common Stock								25,000	I	By Spouse
Common Stock								139	I	By Spouse's IRA

**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
Stock Option (Right to Buy)	\$10.55	01/03/2017		A		326,288		(6)(7)	(8)	Common Stock	326,288	\$0	326,288	D	

**Explanation of Responses:**

- Represents shares of Common Stock withheld by the Issuer in satisfaction of its tax withholding obligation with respect to the vesting of 17,000 previously reported restricted stock units ("RSUs") granted to the Reporting Person.
- Includes 5,750 RSUs previously reported as holdings of the Reporting Person granted under the Issuer's 2009 Equity Incentive Plan (the "Plan"). The RSUs will vest, and shares will be delivered to the Reporting Person in one installment on January 2, 2018, 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.
- Includes 22,500 RSUs previously reported as holdings of the Reporting Person granted under the Plan. The RSUs will vest, and shares will be delivered to the Reporting Person in a series of two successive annual installments with the next installment occurring on January 2, 2018, 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.
- Includes 34,980 RSUs previously reported as holdings of the Reporting Person granted under the Plan. The RSUs will vest, and shares will be delivered to the Reporting Person in a series of three successive annual installments with the next installment occurring on January 4, 2018, 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.
- Represents shares of Common Stock withheld by the Issuer in satisfaction of its tax withholding obligation with respect to the vesting of 11,659 previously reported restricted stock units ("RSUs") granted to the Reporting Person.
- Grant to the Reporting Person of a stock option under the Plan on January 3, 2017 (the "Date of Grant"). 50% of the option vests and becomes exercisable in a series of 48 successive equal monthly installments beginning on February 3, 2017, 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.
- The remaining 50% of the stock options vest and become exercisable as follows: (i) 12.50% upon completion of current planned Phase 1 equivalency study of new Indoximod salt formulation with "completion" measured by the last patient enrolled in such study, (ii) 12.50% upon completion of the current planned Phase 1 study of pro-Indoximod new chemical entity with "completion" measured by the last patient enrolled in such study, (iii) 12.50% upon an increase of closing share price on Nasdaq Stock Market ("Nasdaq") by at least 33% above exercise price of the options when measured over 30 consecutive calendar days, provided such increase occurs within four years of Date of Grant, otherwise such options shall be cancelled, and (iv) 12.50% upon an increase of closing share price on Nasdaq by at least 50% above exercise price of the options when measured over 30 consecutive calendar days, provided such increase occurs within four years of Date of Grant, otherwise such options shall be cancelled.
- Unless otherwise disclosed, the option expires ten years after the Date of Grant.

**Remarks:**

/s/ Ryan Trytten, attorney-in-fact 01/05/2017

\*\* 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.

