

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): January 5, 2017 (January 1, 2017)

**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*

Effective January 3, 2017, the Board of Directors (the “**Board**”) of NewLink Genetics Corporation (the “**Company**”) (i) approved 2016 bonuses and supplemental bonuses for the Company’s “named executive officers” (as defined in Item 402(a)(3) of Regulation S-K promulgated by the Securities and Exchange Commission and with respect to the Company’s 2016 fiscal year) and (ii) approved 2017 compensation for the named executive officers for the 2017 fiscal year, including salaries, target bonus percentages and stock option awards.

#### 2016 Bonuses and Supplemental Bonuses

The 2016 bonus awards for the applicable named executive officers are set forth on Exhibit 10.1 attached hereto and incorporated herein by reference. The 2016 bonus awards for the applicable named executive officers are based on the achievement of corporate and individual goals previously approved by the Board. Each of the awards represents 50% of the officer’s respective bonus targets.

The 2016 supplemental bonus awards for the applicable named executive officers are set forth on Exhibit 10.1 attached hereto and incorporated herein by reference. The 2016 supplemental bonus awards for the applicable named executive officers were paid to compensate such named executive officers for their efforts in successfully completing the Company’s restructuring that was effected in August 2016.

#### 2017 Named Executive Officer Compensation

The 2017 base salaries, target bonus awards and stock option awards for the applicable named executive officers are set forth on Exhibit 10.2 attached hereto and incorporated herein by reference. The 2017 salaries are unchanged from 2016. The 2017 target bonus awards for the applicable named executive officers will be based on the achievement of corporate and individual goals, as approved by the Board. The 2017 stock option awards were granted on January 3, 2017.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
10.1	2016 Bonus Awards and Supplemental Bonus Awards
10.2	2017 Salaries, Bonus Targets and Stock Options

## 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: January 5, 2017

### **NewLink Genetics Corporation**

By: /s/ John B. Henneman III  
John B. Henneman III  
Its: Chief Financial Officer

## INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
-----------------------	--------------------

---

10.1	2016 Bonus Awards and Supplemental Bonus Awards
10.2	2017 Salaries, Bonus Targets and Stock Options

## 2016 Bonus Awards and Supplemental Bonus Awards

<b>Name and Title</b>	<b>2016 Annual Salary</b>	<b>Goal Bonus at 100%</b>	<b>Bonus Awarded</b>	<b>Bonus Amount</b>	<b>Supplemental Bonus Amount</b>
Charles J. Link, Jr., M.D. <i>Chairman of the Board and Chief Executive and Scientific Officer</i>	\$659,900	\$461,930	50%	\$230,965	\$55,000
Nicholas N. Vahanian, M.D. <i>Director, President and Chief Medical Officer</i>	\$574,300	\$287,150	50%	\$143,575	\$43,000
John B. Henneman, III <i>Chief Financial Officer</i>	\$423,600	\$169,440	50%	\$84,720	\$26,250
Carl Langren <i>Vice President of Finance</i>	\$277,500	\$83,250	50%	\$41,625	\$12,625
Brian Wiley <i>Chief Commercial Officer</i>	\$370,700	\$129,745	50%	\$64,873	\$19,525

## 2017 Salaries, Bonus Targets and Stock Options

Name and Title	2017 Base Salary	Bonus Target*	Stock Options
Charles J. Link, Jr., M.D. <i>Chairman of the Board and Chief Executive and Scientific Officer</i>	\$659,900	70%	326,288 (2)
Nicholas N. Vahanian, M.D. <i>Director, President and Chief Medical Officer</i>	\$574,300	50%	312,500 (2)
John B. Henneman, III <i>Chief Financial Officer</i>	\$423,600	40%	137,500 (2)
Carl Langren <i>Vice President of Finance</i>	\$277,500	30%	37,500 (1)
Brian Wiley <i>Chief Commercial Officer</i>	\$370,700	35%	75,000 (1)

\* Bonus Targets listed as percentage of 2017 Base Salary

- (1) 100% of the shares represented by the stock option shall vest in 48 equal monthly installments beginning on January 3, 2017.
- (2) 50% of shares represented by the stock option shall vest in 48 equal monthly installments beginning on January 3, 2017. 50% of the shares represented by the stock option shall vest on the following schedule: (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 increase of closing share price of the Company's common stock on the Nasdaq Stock Market by at least 33% above exercise price of the stock options granted on January 3, 2017, when measured over 30 consecutive calendar days (must occur by January 3, 2021 or such shares will be forfeited), and (iv) 12.50% upon increase of closing share price of the Company's common stock on the Nasdaq Stock Market by at least 50% above the exercise price of the stock options granted on January 3, 2017, when measured over 30 consecutive calendar days (must occur by January 3, 2021 or such shares will be forfeited).