

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
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1. Name and Address of Reporting Person* <u>Talarico Ernest III</u>  (Last) (First) (Middle) C/O NEWLINK GENETICS CORPORATION 2503 SOUTH LOOP DR., SUITE 5100  (Street) AMES IA 50010  (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/08/2015		G		1,438	D	\$0	26,196 <sup>(1)</sup>	D	
Common Stock	01/08/2015		G		719	A	\$0	1,564	I	By son's trust
Common Stock	01/08/2015		G		719	A	\$0	1,564	I	By daughter's trust
Common Stock	03/17/2015		M		19,532	A	\$2.1	45,728 <sup>(1)</sup>	D	
Common Stock	03/17/2015		S		19,532	D	\$52.89 <sup>(2)</sup>	26,196 <sup>(1)</sup>	D	
Common Stock	03/18/2015		M		1,000	A	\$2.1	27,196 <sup>(1)</sup>	D	
Common Stock	03/18/2015		S		1,000	D	\$53.75 <sup>(3)</sup>	26,196 <sup>(1)</sup>	D	
Common Stock								1,737	I	-(4)
Common Stock								977	I	-(5)

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)	\$2.1	03/17/2015		M		19,532		01/30/2004 <sup>(6)</sup>	07/15/2018	Common Stock	19,532	\$0	4,093	D	
Stock Option (Right to Buy)	\$2.1	03/18/2015		M		1,000		01/30/2004 <sup>(6)</sup>	07/15/2018	Common Stock	1,000	\$0	3,093	D	

Explanation of Responses:

- Includes 2,944 restricted stock units ("RSUs") previously reported as holdings of the Reporting Person granted under the Issuer's 2010 Non-Employee Directors' Stock Award Plan (the "Plan"). One hundred percent (100%) of the RSUs will vest on the earlier of (i) the first anniversary of the date of grant and (ii) the date of the first Annual Meeting following the date of grant, in each case subject to the Reporting Person's continuous service as of such date.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.80 to \$53.00, inclusive. The reporting person undertakes to provide to the issuer, any security holder of issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.75 to \$53.77, inclusive. The reporting person undertakes to provide to the issuer, any security holder of issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote to this Form 4.
- These shares are held by the spouse of the Reporting Person in a Roth IRA account.
- These shares are held by the Reporting Person in a Roth IRA account.
- Grant to the Reporting Person of a stock option under the Issuer's 2009 Equity Incentive Plan (the "Plan"). The option is fully vested.

Remarks:

/s/ Ryan Trytten, attorney-in-  
fact

03/19/2015

\*\* 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.**