

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Wiley Brian</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 _____ Officer (give title below) _____ Other (specify below) _____ VP of Business Development		
(Last) (First) (Middle) <u>C/O NEWLINK GENETICS CORPORATION</u> <u>2503 SOUTH LOOP DRIVE, SUITE 5100</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2015</u>					
(Street) <u>AMES IA 50010</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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			
Common Stock	01/02/2015		F		540 ⁽¹⁾	D	\$43.65	6,286 ⁽²⁾	D	
Common Stock	01/02/2015		A		7,400 ⁽³⁾	A	\$0	13,686 ⁽²⁾	D	
Common Stock	01/02/2015		M		20,000	A	\$11.79	33,686 ⁽²⁾	D	
Common Stock	01/02/2015		S ⁽⁴⁾		10,000	D	\$39.68 ⁽⁵⁾	23,686 ⁽²⁾	D	
Common Stock	01/02/2015		S ⁽⁴⁾		10,000	D	\$40.98 ⁽⁶⁾	13,686 ⁽²⁾	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)	\$43.65	01/02/2015		A		23,400		(7)	01/01/2025	Common Stock	23,400	\$0	23,400	D	
Option to Purchase Common Stock	\$11.79	01/02/2015		M			20,000	(8)	01/13/2023	Common Stock	20,000	\$0	129,000	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 1,425 previously reported restricted stock units ("RSUs") granted to the Reporting Person.
- Includes 4,275 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 a series of three successive annual installments with the next installment occurring on January 2, 2016, 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 issued as RSUs under the Plan that were received as an award, for no consideration. The RSUs vest in a series of four successive annual installments beginning on January 2, 2016, 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.
- The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person on 12/11/2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.51 to \$40.00, 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 \$40.85 to \$41.07, 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.
- Grant to the Reporting Person of a stock option under the Plan. The option vests and becomes exercisable in a series of 48 successive equal monthly installments with the first installment occurring on February 2, 2015, 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.
- 1/4th of the shares vest on January 14, 2014, which is one year after the vesting commencement date. 1/48th of the shares vest monthly thereafter over the next three years.

Remarks:

/s/ Ryan Trytten, by power of attorney,

01/06/2015

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Charles J. Link, Jr., John B. Henneman III, Carl W. Langren and Ryan D. Trytten,

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of NewLink Genetics Corp
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5,
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the be

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessar

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4, and 5 v

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of October, 2014.

/s/ Brian Wiley
BRIAN WILEY