

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) <u>C/O NEWLINK GENETICS CORPORATION</u> <u>2503 SOUTH LOOP DR., SUITE 5100</u> _____ (Street) <u>AMES IA 50010</u> _____ (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) <u>02/07/2014</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 _____ Form filed by More than One Reporting Person		

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	02/07/2014		M		2,564	A	\$1.95	28,944	D	
Common Stock	02/07/2014		M		3,205	A	\$1.95	32,149	D	
Common Stock	02/07/2014		M		14,285	A	\$2.1	46,434	D	
Common Stock	02/07/2014		M		4,946	A	\$2.1	51,380	D	
Common Stock	02/07/2014		S		25,000	D	\$37.0615 ⁽¹⁾	26,380	D	
Common Stock								1,737	I	-(2)
Common Stock								977	I	-(3)

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)	\$1.95	02/07/2014		M		2,564		01/04/2010 ⁽⁴⁾	12/03/2019	Common Stock	2,564	\$0	0	D	
Stock Option (Right to Buy)	\$1.95	02/07/2014		M		3,205		01/04/2010 ⁽⁵⁾	12/03/2019	Common Stock	3,205	\$0	0	D	
Stock Option (Right to Buy)	\$2.1	02/07/2014		M		14,285		02/01/2008 ⁽⁴⁾	12/13/2017	Common Stock	14,285	\$0	0	D	
Stock Option (Right to Buy)	\$2.1	02/07/2014		M		4,946		01/30/2004 ⁽⁴⁾	07/15/2018	Common Stock	4,946	\$0	23,625	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.02 to \$37.13, 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.
- Grant to the Reporting Person of a stock option under the Plan. The option vests in equal monthly installments over a 24 month period, 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.

Remarks:

/s/ Gordon Link, by power of attorney 02/11/2014

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.