

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>Kennedy Eugene P.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2019	
	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				

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					
Stock Option (Right to Buy)	\$15.33	07/31/2019		D			50,000	05/10/2014	05/09/2023	Common Stock	50,000	(1)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		16,667		(2)	07/31/2026	Common Stock	16,667	(1)	16,667	D
Stock Option (Right to Buy)	\$22.85	07/31/2019		D		50,000		01/07/2015	01/06/2024	Common Stock	50,000	(1)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		11,944		(2)	07/31/2026	Common Stock	11,944	(1)	11,944	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		4,724		(2)	07/31/2026	Common Stock	4,724	(1)	4,724	D
Stock Option (Right to Buy)	\$30.48	07/31/2019		D		30,000		03/11/2015	03/10/2024	Common Stock	30,000	(3)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		7,032		(2)	07/31/2026	Common Stock	7,032	(3)	7,032	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		469		(2)	07/31/2026	Common Stock	469	(3)	469	D
Stock Option (Right to Buy)	\$39.05	07/31/2019		D		10,000		01/20/2016	01/19/2025	Common Stock	10,000	(3)	0	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,326		(2)	07/31/2026	Common Stock	2,326	(3)	2,326	D
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		174		(2)	07/31/2026	Common Stock	174	(3)	174	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)	\$46.73	07/31/2019		D			10,000	06/23/2016	06/22/2025	Common Stock	10,000	(3)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,188		(2)	07/31/2026	Common Stock	2,188	(3)	2,188	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		313		(2)	07/31/2026	Common Stock	313	(3)	313	D	
Stock Option (Right to Buy)	\$34.73	07/31/2019		D			12,641	02/04/2016	01/03/2026	Common Stock	12,641	(3)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,525		(2)	07/31/2026	Common Stock	2,525	(3)	2,525	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		330		(4)	07/31/2026	Common Stock	330	(3)	330	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		241		(2)	07/31/2026	Common Stock	241	(3)	241	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		66		(4)	07/31/2026	Common Stock	66	(3)	66	D	
Stock Option (Right to Buy)	\$10.78	07/31/2019		D			50,000	09/09/2016	08/08/2026	Common Stock	50,000	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		24,306		(2)	07/31/2026	Common Stock	24,306	(5)	24,306	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		695		(4)	07/31/2026	Common Stock	695	(5)	695	D	
Stock Option (Right to Buy)	\$10.55	07/31/2019		D			50,000	02/03/2017	01/02/2027	Common Stock	50,000	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		15,625		(2)	07/31/2026	Common Stock	15,625	(5)	15,625	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		4,550		(4)	07/31/2026	Common Stock	4,550	(5)	4,550	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		4,826		(4)	07/31/2026	Common Stock	4,826	(5)	4,826	D	
Stock Option (Right to Buy)	\$7.73	07/31/2019		D			1,000	08/13/2017	07/12/2027	Common Stock	1,000	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		250		(2)	07/31/2026	Common Stock	250	(5)	250	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		177		(4)	07/31/2026	Common Stock	177	(5)	177	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		73		(4)	07/31/2026	Common Stock	73	(5)	73	D	

Explanation of Responses:

1. On July 31, 2019, the issuer cancelled this option grant pursuant to the issuer's option exchange program. In exchange, for every three cancelled options, the reporting person received a replacement option having an exercise price of \$1.77 per share.

2. The option vests as to 50% on the first anniversary of grant date and the remaining 50% on the second anniversary of grant date.
3. On July 31, 2019, the issuer cancelled this option grant pursuant to the issuer's option exchange program. In exchange, for every four cancelled options, the reporting person received a replacement option having an exercise price of \$1.77 per share.
4. The option vests as to 50% on the second anniversary of grant date and the remaining 50% on the third anniversary of grant date.
5. On July 31, 2019, the issuer cancelled this option grant pursuant to the issuer's option exchange program. In exchange, for every two cancelled options, the reporting person received a replacement option having an exercise price of \$1.77 per share.

Remarks:

/s/ Ryan Trytten, attorney-in-
fact

08/02/2019

** 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.

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