

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): March 5, 2019 (March 1, 2019)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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 Equity Awards and Goals

Effective March 1, 2019, the Compensation Committee of the Board of Directors (the “**Board**”) of NewLink Genetics Corporation (the “**Company**”) approved 2019 base salary levels and target bonus levels, 2018 bonuses and stock awards for the named executive officers for the 2019 fiscal year.

Dr. Link’s base salary of \$593,910 remains the same. Dr. Vahanian’s base salary was reduced to \$475,000. Dr. Kennedy’s base salary was increased 3% to \$437,750. The 2019 target bonus levels for Dr. Link and Dr. Kennedy remain the same as 2018, while Dr. Vahanian’s 2019 target bonus level was reduced to 40%. Dr. Link and Dr. Vahanian were awarded bonuses for 2018 equal to 90% and 70%, respectively, of their previously-reported target bonus amounts for 2018. Dr. Kennedy was awarded a bonus equal to 100% of his previously-reported target bonus amount for 2018. Stock awards were approved as set forth on Exhibit 10.1.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	2019 Equity Awards

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: March 5, 2019

NewLink Genetics Corporation

By: /s/ Carl W. Langren

Carl W. Langren

Its: Chief Financial Officer

SCHEDULE OF 2019 EQUITY AWARDS

Name	Title	2019 Stock Options	Vesting Schedule
Charles J. Link, Jr., M.D.	CEO, Chairman and CSO	500,000	(1)
Nicholas N. Vahanian, M.D.	President	185,000	(1)
Eugene P. Kennedy	Chief Medical Officer	185,000	(1)

(1) 50% of stock options to vest in 48 equal monthly installments beginning on the Vesting Commencement Date (March 1, 2019), provided that at the relevant vesting dates the officer's continuous service to the Company has not been terminated as defined in or as determined under the Company's 2009 Equity Incentive Plan. 50% of stock options shall vest on the following schedule:

(a) 25%, as follows:

8.34% vesting on the first day of the month following an increase of closing share price on Nasdaq Stock Market by at least 33.33% above exercise price of 2019 options on Date of Grant when measured over 30 consecutive calendar days (must occur within four years of Date of Grant or options are cancelled);

an additional 8.33% vesting on the first day of the month following an increase of closing share price on Nasdaq Stock Market by at least 66.66% above exercise price of 2019 options on Date of Grant when measured over 30 consecutive calendar days (must occur within four years of Date of Grant or options are cancelled); and

an additional 8.33% vesting on the first day of the month following an increase of closing share price on Nasdaq Stock Market by at least 100% above exercise price of 2019 options on Date of Grant when measured over 30 consecutive calendar days (must occur within four years of Date of Grant or options are cancelled).

If there is a Corporate Transaction (as such term is defined in the Company's 2009 Equity Incentive Plan), and the price per share payable for the Company's Common Stock in such transaction is at or above one or more target share prices that had not previously resulted in vesting of a portion of the option, such portion shall vest immediately prior to the Closing of the Corporate Transaction. If the price per share of Common Stock that is paid in such transaction is below one or more of the stock price targets set forth in this Section 1(a), there will be no acceleration of vesting pursuant to the officers' employment agreements. If the Corporate Transaction provides for payment of contingent consideration, and if such payment would have resulted in achievement of a stock price target had it been paid on the date of the closing of the Corporate Transaction, the Board shall make appropriate provision in accordance with the Plan for the optionee to receive a share of such payment if and when such contingent consideration is paid in such transaction. For purposes of clarity, for each of the vesting criteria set forth above, once the thirty calendar day moving average of NewLink's stock on the Nasdaq Stock Market is greater than or equal to the applicable price target, vesting shall occur on the first day of the month following such event, except for any vesting that occurs as a result of a Corporate Transaction as set forth above.

(b) 12.50% on the first day of the month following an executed expansion of the Company's pipeline with in-license, merger acquisition or internal development of a novel drug candidate that has a positive net present value as of the date approved by the Board.

(c) 12.50% on the first day of the month following enrollment of the first patient in a clinical trial that is registration eligible under current FDA regulations or as determined through interactions with the FDA.

If there is a Corporate Transaction (as such term is defined in the Company's 2009 Equity Incentive Plan), any options containing unsatisfied performance-based vesting measures described in Section 1(b) and 1(c) will convert to time-based vesting (with vesting commencing on the original Vesting Commencement Date of such option) and will be subject to any applicable acceleration provisions in the optionees' respective employment agreements.

