SEC F	Form 4
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Langren Carl W.

1. Title of Security (Instr. 3)

(Last)

(Street)

(City)

AMES

## FORM 4

(First)

IA

(State)

C/O NEWLINK GENETICS CORPORATION 2503 SOUTH LOOP DR., SUITE 5100

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN E						
obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16(a) of the Se or Section 30(h) of the Investmen						
1. Name and Address of Reporting Person <sup>*</sup>	2. Issuer Name and Ticker or Trad						

07/31/2019

2A. Deemed Execution Date,

2. Transaction Date

(Middle)

50010

(Zip)

## **BENEFICIAL OWNERSHIP**

Estimated average burden hours per response: 0.5 curities Exchange Act of 1934 t Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ng Symbol NEWLINK GENETICS CORP [ (NLNK) ] Director 10% Owner Officer (give title below) Other (specify below) Х 3. Date of Earliest Transaction (Month/Day/Year) **Chief Financial Officer** 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) Form filed by One Reporting Person Х Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired (A) or Transaction Disposed Of (D) (Instr. 3, 4 and 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Indirect

3. Transaction Date (Month/Day/Year)	. 3. Transaction 3A. Dee Conversion Date Executi r Exercise (Month/Day/Year) if any	(e.g., p ned n Date, Co	outs, o	calls,	war				(A) or (D)	Price	Reported Transactio (Instr. 3 a	on(s)		Instr. 4)						
Date	. 3. Transaction Date Executi rice of perivative	(e.g., p ned n Date, Co	outs, o	calls,	war				or Bene											
Date	Conversion Date Executi rr Exercise (Month/Day/Year) rrice of berivative	ned 4. n Date, Tr Co	ransacti			rants,		Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)												
			4. Transaction Code (Instr.		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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)						
		Ca	ode V	, (J	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)								
07/31/2019	\$3.07 07/31/2019		D			2,380	03/03/2011	03/02/2020	Common Stock	2,380	(1)	0	D							
07/31/2019	\$1.77 07/31/2019		A	1	,190		(2)	07/31/2026	Common Stock	1,190	(1)	1,190	D							
07/31/2019	\$7 07/31/2019		D			16,666	04/14/2012	04/13/2021	Common Stock	16,666	(1)	0	D							
07/31/2019	\$1.77 07/31/2019		A	8	,333		(2)	07/31/2026	Common Stock	8,333	(1)	8,333	D							
07/31/2019	\$7 07/31/2019	1	D			23,809	10/19/2012	10/18/2021	Common Stock	23,809	(1)	0	D							
07/31/2019	\$1.77 07/31/2019		A	9	,038		(2)	07/31/2026	Common Stock	9,038	(1)	9,038	D							
07/31/2019	\$1.77 07/31/2019		A	2	,867		(2)	07/31/2026	Common Stock	2,867	(1)	2,867	D							
07/31/2019	\$6.87 07/31/2019		D			15,000	01/19/2013	01/18/2022	Common Stock	15,000	(1)	0	D							
07/31/2019	\$1.77 07/31/2019		A	5	,472		(2)	07/31/2026	Common Stock	5,472	(1)	5,472	D							
07/31/2019	\$1.77 07/31/2019		A	2	,028		(2)	07/31/2026	Common Stock	2,028	(1)	2,028	D							
07/31/2019	\$11.79 07/31/2019		D			20,000	01/14/2014	01/13/2023	Common Stock	20,000	(3)	0	D							
	\$1.77 \$1.77	07/31/2019 07/31/2019	07/31/2019 ////////////////////////////////////	07/31/2019     A       07/31/2019     A	07/31/2019     A     5       07/31/2019     A     2       07/31/2019     A     4	07/31/2019     A     5,472       07/31/2019     A     2,028       07/31/2019     I     I	07/31/2019       A       S,472       S,472         07/31/2019       A       S,472       S,472         07/31/2019       A       S,028       S,028	07/31/2019       A       A       5,472       (2)         07/31/2019       A       (2)       (2)         07/31/2019       A       (1)       (2)	07/31/2019       A       A       5,472       C       C       07/31/2026         07/31/2019       A       A       2,028       C       07/31/2026         07/31/2019       A       A       C       C       07/31/2026	07/31/2019       A       5,472       (2)       07/31/2026       Common Stock         07/31/2019       A       2,028       (2)       07/31/2026       Common Stock         07/31/2019       D       D       20,000       01/14/2014       01/13/2023       Common Stock	07/31/2019       A       5,472       C       07/31/2016       Common Stock       5,472         07/31/2019       A       2,028       C       01/14/2014       01/13/2026       Common Stock       2,028         07/31/2019       D       D       20.000       01/14/2014       01/13/2023       Common Stock       2,028	07/31/2019       A       A       5,472       C       C       07/31/2019       Common Stock       5,472       C         07/31/2019       A       2,028       C       C       07/31/2026       Common Stock       5,472       C         07/31/2019       A       2,028       C       C       07/31/2026       Common Stock       2,028       C         07/31/2019       D       D       C       20.000       01/14/2014       01/13/2026       Common Stock       2,028       C	07/31/2019       A       5,472       (2)       07/31/2026       Common Stock       5,472       (1)       5,472         07/31/2019       A       2,028       (2)       07/31/2026       Common Stock       5,472       (1)       5,472         07/31/2019       A       2,028       (2)       07/31/2026       Common Stock       2,028       (1)       2,028         07/31/2019       D       D       D       20,000       01/14/2014       01/13/2023       Common Stock       20,000       (3)       0	07/31/2019       D       D       1,3,000       01/13/2013       01/13/2022       Stock       13,000       (.)       0       0       D         07/31/2019       A       Q       5,472       C       07/31/2026       Common Stock       5,472       (.)       5,472       D         07/31/2019       A       Q       Q       Q       07/31/2026       Common Stock       5,472       (.)       5,472       D         07/31/2019       A       Q       Q       Q       07/31/2026       Common Stock       2,028       (.)       2,028       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. Transa Code ( 8)			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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
										ĺ	Amount or		Transaction(s) (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares				
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		3,539		(2)	07/31/2026	Common Stock	3,539	(3)	3,539	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		3,129		(2)	07/31/2026	Common Stock	3,129	(3)	3,129	D	
Stock Option (Right to Buy)	\$21.38	07/31/2019		D			27,000	(4)	01/01/2024	Common Stock	27,000	(3)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		6,692		(2)	07/31/2026	Common Stock	6,692	(3)	6,692	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		2,309		(2)	07/31/2026	Common Stock	2,309	(3)	2,309	D	
Stock Option (Right to Buy)	\$43.65	07/31/2019		D			16,300	(4)	01/01/2025	Common Stock	16,300	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		3,487		(2)	07/31/2026	Common Stock	3,487	(5)	3,487	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		589		(2)	07/31/2026	Common Stock	589	(5)	589	D	
Stock Option (Right to Buy)	\$34.73	07/31/2019		D			8,989	(4)	01/03/2026	Common Stock	8,989	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		1,639		(2)	07/31/2026	Common Stock	1,639	(5)	1,639	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		328		(2)	07/31/2026	Common Stock	328	(5)	328	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		281		(6)	07/31/2026	Common Stock	281	(5)	281	D	
Stock Option (Right to Buy)	\$10.78	07/31/2019		D			20,000	(7)	08/08/2026	Common Stock	20,000	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		9,392		(2)	07/31/2026	Common Stock	9,392	(1)	9,392	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		278		(6)	07/31/2026	Common Stock	278	(1)	278	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		330		(2)	07/31/2026	Common Stock	330	(1)	330	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 two 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 three cancelled options, the reporting person received a replacement option having an exercise price of \$1.77 per share.

4. The option provided that it would vest in 48 equal monthly installments beginning the first month after grant date subject to the Reporting Person's continuous service as of such date.

5. 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.

6. The option vests as to 50% on the second anniversary of grant date and the remaining 50% on the third anniversary of grant date.

7. The option provided that it would vest and in 36 equal monthly installments beginning on September 9, 2016, 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.

/s/ Ryan Trytten, attorney-in- 08/02/2019

\*\* Signature of Reporting Person Date

<u>fact</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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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