

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): February 4, 2013 (February 4, 2013)

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))

Section 8 - Other Events

Item 8.01. Other Events.

On February 4, 2013, NewLink Genetics (NASDAQ:NLNK) announced that the underwriters of its recently announced public offering of 4,000,000 shares of common stock have exercised in full their option to purchase an additional 600,000 shares. The offering closed today. All shares were sold by NewLink. Aggregate net proceeds to the company were approximately \$49.0 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by NewLink.

The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 4, 2013, entitled "NewLink Genetics Corporation Announces Exercise of Underwriters' Option and Closing of Public Offering of Common Stock"

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: February 4, 2013

NewLink Genetics Corporation

By: /s/ Gordon H. Link, Jr.
Gordon H. Link, Jr.
Its: Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press Release, dated February 4, 2013, entitled “NewLink Genetics Corporation Announces Exercise of Underwriters' Option and Closing of Public Offering of Common Stock”



Contact:
Gordon Link
Chief Financial Officer
515-598-2925
glink@linkp.com

FOR IMMEDIATE RELEASE

NewLink Genetics Corporation Announces Exercise of Underwriters' Option and Closing of Public Offering of Common Stock

AMES, Iowa, February 4, 2013 - NewLink Genetics Corporation (NASDAQ:NLNK), a biopharmaceutical company focused on discovering, developing and commercializing cancer therapeutics, today announced that the underwriters of its recently announced public offering of 4,000,000 shares of common stock have exercised in full their option to purchase an additional 600,000 shares. The offering closed today. All shares were sold by NewLink. Aggregate net proceeds to the company were approximately \$49.0 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by NewLink.

Jefferies & Company, Inc. and Stifel Nicolaus Weisel acted as joint book-running managers in the offering and Baird, Canaccord Genuity Inc. and Cantor Fitzgerald & Co. acted as co-managers.

The shares were sold by the Company pursuant to a shelf registration statement on form S-3, a prospectus and prospectus supplement previously filed with the Securities and Exchange Commission (the "SEC"). Copies of the final prospectus supplement and the accompanying prospectus relating to this offering may be obtained from Jefferies & Company, Inc., Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 12th Floor, New York, NY 10022, or by telephone at 877-547-6340, or by email at Prospectus_Department@Jefferies.com, or from Stifel, Nicolaus & Company, Incorporated, Attention: Syndicate, One Montgomery Street, Suite 3700, San Francisco, California 94104, or by calling (415) 364-2500.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

About NewLink Genetics Corporation

NewLink Genetics Corporation is a biopharmaceutical company focused on discovering, developing and commercializing novel immunotherapeutic products to improve cancer treatment options for patients and physicians. NewLink's portfolio includes biologic and small-molecule immunotherapy product candidates intended to treat a wide range of oncology indications.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements of NewLink that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this press release are forward-looking statements, within the meaning of The Private Securities Litigation Reform Act of 1995. The words "anticipate," "expect," "intend," "may," "will," "could," "should," or the negative of these terms or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among others, statements about the Company's expectations with respect to its proposed offering, including its intention to offer and sell shares, the closing of the offering and the Company's intended use of proceeds from the offering. Such statements are based on the Company's expectations as of the date of this press release and are subject to certain risks and uncertainties that

could cause actual results to differ materially, including but not limited to the risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the proposed offering, as well as those risks discussed in NewLink's Annual Report on Form 10-K for the year ended December 31, 2011, in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, and in its other filings with the Securities and Exchange Commission. The forward-looking statements in this press release represent NewLink's views as of the date of this press release. NewLink anticipates that subsequent events and developments will cause its views to change. However, while it may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so. You should, therefore, not rely on these forward-looking statements as representing NewLink's views as of any date subsequent to the date of this press release.