SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response: 0.5

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* 2. Da Requ Stine Seed Farm, Inc. (Mor 11/1 | | | | ement | 3. Issuer Name and Ticker or Trading Symbol <u>NEWLINK GENETICS CORP</u> [NLNK] | | | | |
|--|---------|------------|--|---|---|--|---|--|---|
| (Last) (First) (Middle) 22555 LAREDO TRAIL | | 11/10/2011 | | 4. Relationship of Reporting Pers (Check all applicable) Director X | () | (Mo | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| | | | | Officer (give title below) | Other (spec below) | | | | |
| (Street) | | | | | Delow) | Delow) | | Form filed by | One Reporting Person |
| ADEL | IA | 50003 | | | | | | Form filed by Reporting Pe | / More than One erson |
| (City) | (State) | (Zip) | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownershi Form: Direc or Indirect (I (Instr. 5) | t (D) (Inst | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| Common Stock | | | | 178,571 | D | | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | |
| Series B Preferred Stock | | (1) | (1) | Common Stock | 1,760,000 | (1) | D | | |
| Series C Preferred Stock | | (2) | (2) | Common Stock | 1,000,000 | (2) | D | | |
| Series D Preferred Stock | | (3) | (3) | Common Stock | 1,500,000 | (3) | D | | |
| Series E Preferred Stock | | (4) | (4) | Common Stock | 320,000 | (4) | D | | |

Explanation of Responses:

1. Every one share of Series B Preferred Stock will automatically convert into 0.476 shares of common stock upon the closing of the Issuer's initial public offering.

2. Every one share of Series C Preferred Stock will automatically convert into 0.534 shares of common stock upon the closing of the Issuer's initial public offering, subject to anti-dilution adjustments.

3. Every one share of Series D Preferred Stock will automatically convert into 0.534 shares of common stock upon the closing of the Issuer's initial public offering, subject to anti-dilution adjustments.

4. Every one share of Series E Preferred Stock will automatically convert at a price equal to (1) the product of (A) the price at which the shares of common stock are sold to the public in Issuer's initial public offering and (B) 0.85 (as adjusted to reflect any adjustments to the Series E conversion price occurring prior to any such adjustment occurring in connection with the Issuer's initial public offering if it closes on or before December 31, 2011, or (2) \$6.25 per common share under any other conversion scenario.

11/09/2011 /s/ Jerald L. Reichling

** Signature of Reporting Person

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 5 (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.

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