

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Lawley Lori D</u>			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 X Officer (give title below) Other (specify below) <u>Principal Accounting Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O NEWLINK GENETICS CORPORATION 2503 SOUTH LOOP DR.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	IA	50010						
(City)	(State)	(Zip)						

**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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$52.64	07/31/2019		D			10,000	04/20/2016	04/19/2025	Common Stock	10,000	(1)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		1,633		(2)	07/31/2026	Common Stock	1,633	(1)	1,633	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		868		(2)	07/31/2026	Common Stock	868	(1)	868	D	
Stock Option (Right to Buy)	\$24.42	07/31/2019		D		2,000		02/01/2017	01/31/2026	Common Stock	2,000	(3)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		472		(2)	07/31/2026	Common Stock	472	(3)	472	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		98		(2)	07/31/2026	Common Stock	98	(3)	98	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		98		(4)	07/31/2026	Common Stock	98	(3)	98	D	
Stock Option (Right to Buy)	\$10.78	07/31/2019		D		3,334		09/09/2016	08/08/2026	Common Stock	3,334	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		1,111		(2)	07/31/2026	Common Stock	1,111	(5)	1,111	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		487		(2)	07/31/2026	Common Stock	487	(5)	487	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		70		(4)	07/31/2026	Common Stock	70	(5)	70	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)	\$12.68	07/31/2019		D			2,352	02/01/2018	01/31/2027	Common Stock	2,352	(3)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		115		(2)	07/31/2026	Common Stock	115	(3)	115	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		311		(4)	07/31/2026	Common Stock	311	(3)	311	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		360		(2)	07/31/2026	Common Stock	360	(3)	360	D	
Stock Option (Right to Buy)	\$8.86	07/31/2019		D			10,000	12/01/2018	11/30/2027	Common Stock	10,000	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		729		(2)	07/31/2026	Common Stock	729	(5)	729	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		3,021		(4)	07/31/2026	Common Stock	3,021	(5)	3,021	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		1,250		(2)	07/31/2026	Common Stock	1,250	(5)	1,250	D	
Stock Option (Right to Buy)	\$7.85	07/31/2019		D			2,000	03/01/2019	03/08/2028	Common Stock	2,000	(5)	0	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		146		(2)	07/31/2026	Common Stock	146	(5)	146	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		563		(4)	07/31/2026	Common Stock	563	(5)	563	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		187		(2)	07/31/2026	Common Stock	187	(5)	187	D	
Stock Option (Right to Buy)	\$1.77	07/31/2019		A		105		(4)	07/31/2026	Common Stock	105	(5)	105	D	

**Explanation of Responses:**

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

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.