

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

(Amendment No. 1)

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the quarterly period ended March 31, 2015.

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number

001-35342

**NEWLINK GENETICS CORPORATION**

(Exact name of Registrant as specified in Its Charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**42-1491350**

(I.R.S. Employer Identification No.)

**2503 South Loop Drive**

**Ames, Iowa 50010**

**(515) 296-5555**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 20, 2015, there were 28,755,793 shares of the registrant's Common Stock, par value \$0.01 per share, outstanding.

## EXPLANATORY NOTE

NewLink Genetics Corporation (the “Company”) is filing this Amendment No. 1 (this “Amendment”) to our Quarterly Report on Form 10-Q for the period ended March 31, 2015, which was filed with the Securities and Exchange Commission on May 11, 2015 (the “Original Filing”), solely to include certain detail tags and footnotes that were inadvertently omitted from the XBRL (eXtensible Business Reporting Language) Interactive Data Files that were filed with the Original Filing. Other than the missing detail tags and footnotes, the content of the XBRL Interactive Data Files that were filed with the Original Filing were correct as filed.

Pursuant to Rule 12b-15 of the Rules and Regulations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company has included with this Amendment current dated certifications by the Company’s principal executive officer and principal financial officer.

Except for the matters described above, this Amendment does not modify or update disclosures in, or exhibits to, the Original Filing. This Amendment speaks as of the original filing date of the Original Filing and does not reflect any events that may have occurred subsequent to the original filing date.

**PART II. OTHER INFORMATION**

**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
31.1	Certification of principal executive officer required by Rule 13a-14(a) / 15d-14(a)
31.2	Certification of principal financial officer required by Rule 13a-14(a) / 15d-14(a)
32.1	# Section 1350 Certification
101.INS	‡ XBRL Instance Document
101.SCH	‡ XBRL Taxonomy Extension Schema Document
101.CAL	‡ XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	‡ XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	‡ XBRL Taxonomy Extension Label Linkbase Document
101.PRE	‡ XBRL Taxonomy Extension Presentation Linkbase Document

The certifications attached as Exhibit 32.1 that accompany this Amendment are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of NewLink Genetics Corporation under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Amendment, irrespective of any general incorporation language contained in such filing.

# Filed herewith electronically.

## 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 thereunto duly authorized.

### NEWLINK GENETICS CORPORATION

By:           /s/ Charles J. Link, Jr.

Charles J. Link, Jr.

Chief Executive Officer

(Principal Executive Officer)

Date: August 24, 2015

By:           /s/ John B. Henneman, III

John B. Henneman, III

Chief Financial Officer and Secretary

(Principal Financial Officer)

Date: August 24, 2015

**CERTIFICATION**

I, Charles J. Link, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of NewLink Genetics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: August 24, 2015

By:  /s/ Charles J. Link, Jr.

Charles J. Link, Jr.

Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION**

I, John B. Henneman III, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of NewLink Genetics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: August 24, 2015

By: /s/ John B Henneman III

John B. Henneman III

Chief Financial Officer and Secretary

(Principal Financial Officer)

## CERTIFICATION

Pursuant to the requirements set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. § 1350), Charles J. Link, Jr., Chief Executive Officer of NewLink Genetics Corporation (the "Company"), and John B. Henneman III, Chief Financial Officer and Secretary of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q/A for the period ended March 31, 2015, to which this Certification is attached as Exhibit 32.1 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 24, 2015

By: /s/ Charles J. Link, Jr.

Charles J. Link, Jr.

Chief Executive Officer

(Principal Executive Officer)

By: /s/ John B. Henneman III

John B. Henneman III

Chief Financial Officer and Secretary

(Principal Financial Officer)

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its Staff upon request. This certification "accompanies" the Form 10-Q/A to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.