

NEWLINK GENETICS CORP

Reported by
LANGREN CARL W.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/06/16 for the Period Ending 01/04/16

Address	2503 SOUTH LOOP DRIVE SUITE 5100 AMES, IA 50010
Telephone	515-296-5555
CIK	0001126234
Symbol	NLNK
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 - Langren Carl W. (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol NEWLINK GENETICS CORP [(NLNK)]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Principal Accounting Officer	
C/O NEWLINK GENETICS CORPORATION, 2503 SOUTH LOOP DR., SUITE 5100 (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 1/4/2016		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
AMES, IA 50010 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Common Stock (1)	1/4/2016		A		3142 (2)	A	\$0	14560 (3)(4)	D	
Common Stock	1/5/2016		S (5)		595	D	\$34.60 (6)	13965 (3)(4)	D	
Common Stock	1/5/2016		S (5)		500	D	\$35.42 (7)	13465 (3)(4)	D	
Common Stock								49691	I	By Spouse's Trust

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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)	\$34.73	1/4/2016		A		8989		(8)	1/3/2026	Common Stock	8989.0	\$0	8989	D	

Explanation of Responses:

- This Form 4 does not include 1,122 performance-based restricted stock units granted on January 4, 2016. These shares will be reported on subsequent Form 4's if and when the performance criteria are met.
- Represents shares issued as restricted stock units ("RSUs") under the Issuer's 2009 Equity Incentive Plan (the "Plan") that were received as an award, for no consideration. The RSUs vest in a series of four successive annual installments beginning on January 4, 2017, provided in each case that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan.
- Includes 2,850 RSUs previously reported as holdings of the Reporting Person granted under the Plan. The RSUs will vest, and shares will be delivered to the Reporting Person in a series of two successive annual installments with the next installment occurring on January 2, 2017, provided in each case that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan.
- Includes 3,825 RSUs previously reported as holdings of the Reporting Person granted under the Plan. The RSUs will vest, and shares will be delivered to the Reporting Person in a series of three successive annual installments with the next installment occurring on January 2, 2017, provided in each case that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan.
- Represents shares of Common Stock sold to cover tax obligations associated with the vesting of previously reported RSUs pursuant to a plan previously implemented with a third party broker and approved by the Issuer's board of directors to offset the cost associated with taxes.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.23 to \$34.98, inclusive. The reporting person undertakes to provide to the issuer, any security holder of issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote to this Form 4.

- (The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.74, inclusive. The reporting person undertakes to provide to the issuer, any security holder of issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote to this Form 4.
- (Grant to the Reporting Person of a stock option under the Plan. The option vests and becomes exercisable in a series of 48 successive equal monthly installments with the first installment occurring on February 4, 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. The option expires ten years after the date of grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langren Carl W. C/O NEWLINK GENETICS CORPORATION 2503 SOUTH LOOP DR., SUITE 5100 AMES, IA 50010			Principal Accounting Officer	

Signatures

/s/ Ryan Trytten, attorney-in-fact

1/6/2016

**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 control number.