

NEWLINK GENETICS CORP

Reported by
KENNEDY EUGENE P.

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/22/17 for the Period Ending 11/13/17

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 & Medical Research
Sector	Healthcare
Fiscal Year	12/31

INITIAL STATEMENT OF 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 * Kennedy Eugene P. <small>(Last) (First) (Middle)</small>		2. Date of Event Requiring Statement (MM/DD/YYYY) 11/13/2017		3. Issuer Name and Ticker or Trading Symbol NEWLINK GENETICS CORP [(NLNK)]	
C/O NEWLINK GENETICS CORPORATION, 2503 SOUTH LOOP DR., SUITE 5100 <small>(Street)</small>		4. 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) Chief Medical Officer /			
AMES, IA 50010 <small>(City) (State) (Zip)</small>		5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4) Common Stock	2. Amount of Securities Beneficially Owned 14077 (1)(2)(3)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	5/10/2014 (4)	5/9/2023	Common Stock	50000.0	\$15.33	D	
Stock Option (Right to Buy)	1/7/2015 (4)	1/6/2024	Common Stock	50000.0	\$22.85	D	
Stock Option (Right to Buy)	3/11/2015 (4)	3/10/2024	Common Stock	30000.0	\$30.48	D	
Stock Option (Right to Buy)	1/20/2016 (4)	1/19/2025	Common Stock	10000.0	\$39.05	D	
Stock Option (Right to Buy)	6/23/2016 (4)	6/22/2025	Common Stock	10000.0	\$46.73	D	
Stock Option (Right to Buy)	2/4/2016 (5)	1/3/2026	Common Stock	12641.0	\$34.73	D	
Stock Option (Right to Buy)	9/9/2016 (6)	8/8/2026	Common Stock	50000.0	\$10.78	D	
Stock Option (Right to Buy)	2/3/2017 (7)	1/2/2027	Common Stock	50000.0	\$10.55	D	
Stock Option (Right to Buy)	8/13/2017 (8)	7/12/2027	Common Stock	1000.0	\$7.73	D	

Explanation of Responses:

- Includes 500 restricted stock units ("RSUs") held by the Reporting Person granted under the Issuer's 2009 Equity Incentive Plan (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 20, 2018, 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 2,500 RSUs held by 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 June 23, 2018, 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 3,314 RSUs held by 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 4, 2018, 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.
- Grant to the Reporting Person of a stock option under the Plan. The option vests over a four-year period, with 25% of such option vesting on the one-year anniversary of the vesting commencement date and the remaining 75% of such option vesting in equal monthly installments over the next 36 months, 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.
- 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 beginning 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.
- Grant to the Reporting Person of a stock option under the Plan. The option vests and becomes exercisable in a series of 36 successive equal monthly installments beginning on September 9, 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.
- 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 beginning on February 3, 2017, 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.
- 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 beginning on August 13, 2017, 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
Kennedy Eugene P. C/O NEWLINK GENETICS CORPORATION 2503 SOUTH LOOP DR., SUITE 5100 AMES, IA 50010			Chief Medical Officer	

Signatures

/s/ Ryan Trytten, attorney-in-fact 11/22/2017
** 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 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 control number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Charles J. Link, Jr., John B. Henneman III, Carl W. Langren and Ryan D. Trytten, or any one of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney in fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of NewLink Genetics Corporation (the "Company"), Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys in fact, or (c) as to any attorney-in-fact individually, until such attorney-in-fact shall no longer be employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of November, 2017.

/s/ Eugene P. Kennedy
EUGENE P. KENNEDY