

NEWLINK GENETICS CORP

Reported by
TALARICO ERNEST III

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/19/15 for the Period Ending 01/08/15

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**

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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 * Talarico Ernest III (Last) (First) (Middle) C/O NEWLINK GENETICS CORPORATION, 2503 SOUTH LOOP DR., SUITE 5100 (Street) AMES, IA 50010 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NEWLINK GENETICS CORP [(NLNK)]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/8/2015</p>		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
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	1/8/2015		G		1438	D	\$0	26196 ⁽¹⁾	D	
Common Stock	1/8/2015		G		719	A	\$0	1564	I	By son's trust
Common Stock	1/8/2015		G		719	A	\$0	1564	I	By daughter's trust
Common Stock	3/17/2015		M		19532	A	\$2.10	45728 ⁽¹⁾	D	
Common Stock	3/17/2015		S		19532	D	\$52.89 ⁽²⁾	26196 ⁽¹⁾	D	
Common Stock	3/18/2015		M		1000	A	\$2.10	27196 ⁽¹⁾	D	
Common Stock	3/18/2015		S		1000	D	\$53.75 ⁽³⁾	26196 ⁽¹⁾	D	
Common Stock								1737	I	- ⁽⁴⁾
Common Stock								977	I	- ⁽⁵⁾

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)	\$2.1	3/17/2015		M		19532		1/30/2004 ⁽⁶⁾	7/15/2018	Common Stock	19532.0	\$0	4093	D	
Stock Option (Right to Buy)	\$2.1	3/18/2015		M		1000		1/30/2004 ⁽⁶⁾	7/15/2018	Common Stock	1000.0	\$0	3093	D	

Explanation of Responses:

- (1) Includes 2,944 restricted stock units ("RSUs") previously reported as holdings of the Reporting Person granted under the Issuer's 2010 Non-Employee Directors' Stock Award Plan (the "Plan"). One hundred percent (100%) of the RSUs will vest on the earlier of (i) the first anniversary of the date of grant and (ii) the date of the first Annual Meeting following the date of grant, in each case subject to the Reporting Person's continuous service as of such date.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.80 to \$53.00, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.75 to \$53.77, 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.
- (4) These shares are held by the spouse of the Reporting Person in a Roth IRA account.
- (5) These shares are held by the Reporting Person in a Roth IRA account.
- (6) Grant to the Reporting Person of a stock option under the Issuer's 2009 Equity Incentive Plan (the "Plan"). The option is fully vested.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Talarico Ernest III C/O NEWLINK GENETICS CORPORATION 2503 SOUTH LOOP DR., SUITE 5100 AMES, IA 50010	X			

Signatures/s/ Ryan Trytten, attorney-in-fact3/19/2015

** 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.

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