

Kennedy Eugene P.  
Form 3  
November 22, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Kennedy Eugene P.</p> <p>(Last) (First) (Middle)</p> <p>C/O NEWLINK GENETICS CORPORATION,Â 2503 SOUTH LOOP DR., SUITE 5100</p> <p>(Street)</p> <p>AMES,Â IAÂ 50010</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/13/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NEWLINK GENETICS CORP [(NLNK)]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Medical Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,077 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (Right to Buy)	05/10/2014 <sup>(4)</sup>	05/09/2023	Common Stock	50,000	\$ 15.33	D	Â
Stock Option (Right to Buy)	01/07/2015 <sup>(4)</sup>	01/06/2024	Common Stock	50,000	\$ 22.85	D	Â
Stock Option (Right to Buy)	03/11/2015 <sup>(4)</sup>	03/10/2024	Common Stock	30,000	\$ 30.48	D	Â
Stock Option (Right to Buy)	01/20/2016 <sup>(4)</sup>	01/19/2025	Common Stock	10,000	\$ 39.05	D	Â
Stock Option (Right to Buy)	06/23/2016 <sup>(4)</sup>	06/22/2025	Common Stock	10,000	\$ 46.73	D	Â
Stock Option (Right to Buy)	02/04/2016 <sup>(5)</sup>	01/03/2026	Common Stock	12,641	\$ 34.73	D	Â
Stock Option (Right to Buy)	09/09/2016 <sup>(6)</sup>	08/08/2026	Common Stock	50,000	\$ 10.78	D	Â
Stock Option (Right to Buy)	02/03/2017 <sup>(7)</sup>	01/02/2027	Common Stock	50,000	\$ 10.55	D	Â
Stock Option (Right to Buy)	08/13/2017 <sup>(8)</sup>	07/12/2027	Common Stock	1,000	\$ 7.73	D	Â

## 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	Â	Â	Â Chief Medical Officer	Â

## Signatures

/s/ Ryan Trytten,  
attorney-in-fact

11/22/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) 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.

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- Includes 2,500 RSUs held by the Reporting Person granted under the Plan. The RSUs will vest, and shares will be delivered to the
- (2) 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
- (3) 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.
- (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 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.
- (5)
- 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.
- (6)
- 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.
- (7)
- 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.
- (8)

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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