

Kennedy Eugene P.
Form 4
March 13, 2018

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, 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)

1. Name and Address of Reporting Person *
Kennedy Eugene P.

2. Issuer Name and Ticker or Trading Symbol
NEWLINK GENETICS CORP
[[NLNK]]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Medical Officer

C/O NEWLINK GENETICS CORPORATION, 2503 SOUTH LOOP DR., SUITE 5100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

AMES, IA 50010

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.85	03/09/2018		A	110,000	(1)(2) (3)	Common Stock	110,000

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
Date: 03/13/2018

**Signature of Reporting Person

Explanation of Responses:

* 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).

(1) Grant to the Reporting Person of a stock option under the Issuer's 2009 Equity Incentive Plan (the "Plan") on March 9, 2018 (the "Date of Grant"). 50% of the option vests and becomes exercisable in a series of 48 successive equal monthly installments beginning on April 1, 2018, 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.

(2) The remaining 50% of the stock options vest and become exercisable as follows: (a) 25% of such shares shall vest as to 8.33%, 8.33% and 8.34% on the 1st day of the month following an increase of closing share price on Nasdaq Stock Market by at least 33.33%, 66.66% and 100%, respectively, above the exercise price of the options when measured over 30 consecutive calendar days, provided such increase occurs within four years of the Date of Grant, otherwise such options shall be cancelled; (b) 12.50% of such shares shall vest on the 1st day of the month following the hiring of a new senior operations executive to oversee the Company's chemistry and manufacturing control ("CMC") activities and clinical trials; and (c) the remaining 12.50% of such shares shall vest on the 1st day of the month following completion of a CMC formulation for indoximod for adult patients and completion of a CMC plan for a pediatric formulation of indoximod, the completion of each to be determined by the Board.

(3) Unless otherwise disclosed, the option expires ten years after the date of grant.

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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