

NEWLINK GENETICS CORP

Form 4

January 06, 2015

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 *
Langren Carl W.

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)
01/02/2015

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Principal Accounting 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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/02/2015		F	551 ⁽¹⁾ D \$ 43.65	5,149 ⁽²⁾	D	
Common Stock	01/02/2015		A	5,100 ⁽³⁾ A \$ 0	10,249 ⁽²⁾	D	
Common Stock					2,500	I	By Son
Common Stock					3,429	I	By Pension Plan

Common Stock	3,429	I	By Spouse's Pension Plan
Common Stock	56,691	I	By Spouse's Trust

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)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 43.65	01/02/2015		A	16,300	<u>(4)</u> 01/01/2025	Common Stock	16,300	

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, by power of attorney

01/06/2015

**Signature of Reporting Person

Date

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) Represents shares of Common Stock withheld by the Issuer in satisfaction of its tax withholding obligation with respect to the vesting of 1,425 previously reported restricted stock units ("RSUs") granted to the Reporting Person.

Includes 4,275 RSUs previously reported as holdings of 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 three successive annual installments with the next installment occurring on January 2, 2016, 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.
- (2) Represents shares issued as RSUs under 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 2, 2016, 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.
- (3) 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 2, 2015, 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)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.