

NEWLINK GENETICS CORP
 Form 4
 February 11, 2014

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 *
 Talarico Ernest III

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)
 02/07/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

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			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)
Common Stock	02/07/2014		M		2,564	A	\$ 1.95	28,944	D	
Common Stock	02/07/2014		M		3,205	A	\$ 1.95	32,149	D	
Common Stock	02/07/2014		M		14,285	A	\$ 2.1	46,434	D	
Common Stock	02/07/2014		M		4,946	A	\$ 2.1	51,380	D	
	02/07/2014		S		25,000	D		26,380	D	

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Common Stock	\$ 37.0615 <u>(1)</u>			
Common Stock		1,737	I	0 <u>(2)</u>
Common Stock		977	I	0 <u>(3)</u>

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.95	02/07/2014		M	2,564	01/04/2010 ⁽⁴⁾ 12/03/2019	Common Stock	2,564	
Stock Option (Right to Buy)	\$ 1.95	02/07/2014		M	3,205	01/04/2010 ⁽⁵⁾ 12/03/2019	Common Stock	3,205	
Stock Option (Right to Buy)	\$ 2.1	02/07/2014		M	14,285	02/01/2008 ⁽⁴⁾ 12/13/2017	Common Stock	14,285	
Stock Option (Right to Buy)	\$ 2.1	02/07/2014		M	4,946	01/30/2004 ⁽⁴⁾ 07/15/2018	Common Stock	4,946	

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/ Gordon Link, by power of attorney

02/11/2014

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.02 to \$37.13, 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.

(2) These shares are held by the spouse of the Reporting Person in a Roth IRA account.

(3) These shares are held by the Reporting Person in a Roth IRA account.

(4) Grant to the Reporting Person of a stock option under the Issuer's 2009 Equity Incentive Plan (the "Plan"). The option is fully vested.

(5) Grant to the Reporting Person of a stock option under the Plan. The option vests in equal monthly installments over a 24 month period, 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.

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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