

Link Charles J. Jr.
Form 4
March 05, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Link Charles J. Jr.

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Chairman of the Board and CEO

(Street)
AMES, IA 50010

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: Link Charles J. Jr. - Form 4

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)	\$ 1.8	03/01/2019		A	500,000	<u>(1)</u> (2) <u>(3)</u>	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Link Charles J. Jr. C/O NEULINK GENETICS CORP. 2503 SOUTH LOOP DR., SUITE 5100 AMES, IA 50010	X Chairman of the Board and CEO

Signatures

/s/ Ryan Trytten,
attorney-in-fact 03/05/2019

__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) Grant to the Reporting Person of a stock option under the Issuer's 2009 Equity Incentive Plan (the "Plan") on March 1, 2019 (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, 2019, 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.

The remaining 50% of the stock options vest and become exercisable as follows: (a) 25% of such shares shall vest as to 8.34%, 8.33% and 8.33% 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 (2) 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 expansion of the Company pipeline with an in-license, merger acquisition or the internal development of novel candidate; and (c) the remaining 12.50% of such shares shall vest on the 1st day of the month following enrollment of the first patient in a clinical trial that is registration eligible, 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.

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.