SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant o

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Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- o Definitive Additional Materials
- x Soliciting Material Under Rule 14a-12

NewLink Genetics Corporation

(Name of Registrant as Specified in Its Charter)

Evercel, Inc.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

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On December 12, 2019, Evercel, Inc. ("Evercel") issued a press release (the "Press Release") announcing its offers to acquire NewLink Genetics Corporation (the "Company") have been rebuffed by the Company's board of directors. Evercel also announced in the Press Release its belief that the Company's proposed merger with Lumos Pharma Inc. ("Lumos") would not be in the best interests of the Company's stockholders. Evercel launched the website www.NewLinkMerger.com (the "Website") to provide further information about why a merger with Lumos would be value destructive for the Company's shareholders. A copy of the Press Release is filed herewith as Exhibit 1. Screenshots of the Website information are filed herewith as Exhibit 2.

In addition, information regarding the Participant (as defined in Exhibit 3) in the proxy solicitation to vote against the Merger is filed herewith as Exhibit 3.

Exhibit 1

Evercel Announces Rejected Offer to Acquire NewLink Genetics

New York, NY – December 12, 2019 – Evercel, Inc. (“Evercel”) (OTC: EVRC) has made an offer to acquire NewLink Genetics Corporation (“NewLink”) (NASDAQ: NLNK).

Daniel Allen, Chief Executive Officer of Evercel, announced, on November 25, 2019 Evercel has made alternative offers to acquire NewLink, including one for $1.75 in cash per share. “We tried to engage in a good faith discussion with NewLink’s Board of Directors in order to deliver a superior offer to shareholders. However, NewLink’s Board turned down our offer without even engaging in any discussion with us.

“NewLink shareholders are being asked to approve a merger with privately held Lumos Pharma Inc. (“Lumos”) that we believe is not in their best interests and will likely destroy shareholder value at NewLink. Lumos is a money losing clinical stage biotech company with a single early stage pipeline asset (and insufficient resources to run clinical trials) that it acquired in July 2018 for $3.5 million upfront. The clinical path of Lumos’ previous (sole) drug candidate was deemed not viable due to safety concerns (after 7+ years and most of their $50+ million raised spent). We believe our cash offer is superior to the current all stock Lumos deal as it offers NLNK shareholders a strong premium to the $1.45 volume weighted average share price since the Lumos deal was announced, certainty of value and an expedient path to closure. In contrast, we believe the Lumos deal will likely result in continued dilution to NewLink shareholders, accelerated cash burn and the pursuit of unlikely success of a previously failed drug candidate.

NewLink shareholders will have an important decision to make in the coming weeks on whether to approve the merger with Lumos, and we believe shareholders deserve the full picture of NewLink’s options starting with an explanation for why the Board has refused to engage with Evercel about reaching a deal that may promise shareholders much greater value with significantly less risk than the Lumos merger.”

Further information about the potential NewLink/Lumos merger and why it is not in the best interests of NewLink shareholders can be found at www.NewLinkMerger.com

Contact info: info@evercel.com

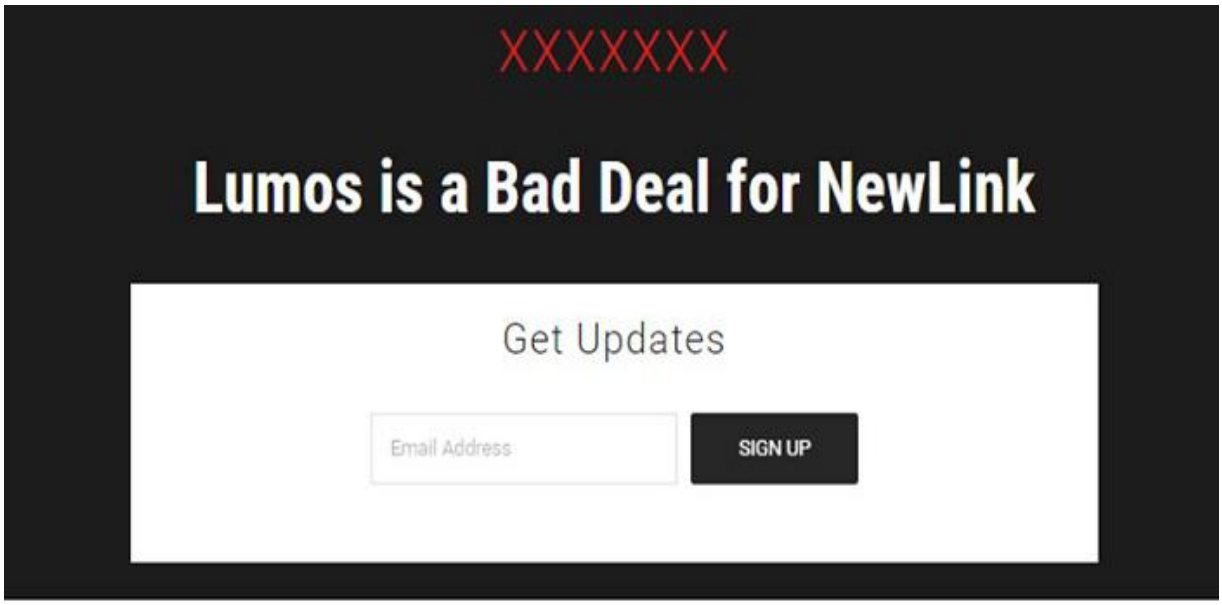
About Evercel

New York City-based Evercel is a publicly traded holding company that oversees and manages subsidiary companies. Due to Evercel’s limited number of shareholders and its decision at present not to register with the SEC, Evercel is not obligated to publicly report business or financial information. From time-to-time, Evercel chooses to voluntarily report information. Evercel may change its reporting practices at any time, in its discretion and without notice. www.evercel.com

Notice

Evercel currently intends to file with the SEC a proxy statement and accompanying form of proxy card to be used in connection with the solicitation of proxies from the shareholders of NewLink. All shareholders of NewLink are advised to read the proxy statement and other materials filed by Evercel when they become available, as they will contain important information, including additional information related to Evercel. The proxy statement and accompanying proxy card will be furnished to some or all of NewLink's stockholders and will be, along with other relevant documents, available at no charge on the SEC website at http://www.sec.gov. Information about Evercel and a description of its direct or indirect interests by security holdings will be contained in the Schedule 14A to be filed by Evercel with the SEC.

Exhibit 2



NewLink Genetics Corporation ("NewLink") has agreed to an approximate merger of equals with Lumos Biopharma Inc. ("Lumos") that we firmly believe threatens to destroy value for NewLink's stockholders. Merging with Lumos, a high cash burn company whose only asset is a single drug candidate purchased for $3.5 million last year, would position NewLink's shareholders to serve as the bankroll for an all-or-nothing bet on Lumos's rare diseases drug candidate. We see no reason why NewLink would not explore other strategic alternatives, including Evercel, Inc.'s previous acquisition or combination offers. Executing a transaction with Evercel would deliver the management excellence that NewLink is looking for in a deal and enable NewLink to deploy its cash in a way that creates shareholder value rather than putting good money after bad by consummating the Lumos merger

WHY?

- Lumos is a failed biotech that exhausted nearly all of its shareholders' cash on a drug it has since discontinued researching
- In the merger Lumos' is being valued at well more than $100m despite having a current pipeline of just a single drug candidate "LUM-201", which previously also failed in testing under its previous owner, and which it recently purchased for just $3.5 million
- Prior litigation limits Lumos' future opportunities
- Even the best case "success" scenario for LUM-201 is likely to result in a failure for NewLink shareholders
- Lumos' existing shareholders, highly professional biotech investors, have chosen not to invest further in Lumos

NewLink–Lumos Merger Details

An approximate 50/50 merger between a company that has almost no current value (Lumos) with NewLink, a company with over $85 million of cash (expected by year-end 2019 as per management's projections) plus a "substantial economic interest" in a potential Priority Review Voucher [PRV]) believed to be worth $37-$48 million does not make sense

The significant value destruction the current deal with Lumos could cause to NewLink shareholders is highlighted by Lumos' background and the very terms of the deal:

1. **Lumos is a failed biotech that exhausted nearly all its shareholders' cash** – Lumos was founded in 2011 and raised $50 million, between 2014-2016, in a series of funding rounds to focus on rare disease drugs. Its first drug candidate – a small molecule for the indication of Creatine Transporter Deficiency (CTD) was licensed from the University of Cincinnati ("Lumos 101") – failed before even completing Phase 1 trials. According to the preliminary proxy statement for the Merger, "Lumos determined in April 2019 that the clinical path forward for LUM-001 was not viable due to safety signals in the non-clinical juvenile and chronic toxicology studies running concurrently with the Phase 1 clinical study observed for the compound and the program was discontinued." These are serious issues for any biotech company,

but especially troubling for a company explicitly designed to identify and develop such a rare disease drug candidate. As of September 30th this year, Lumos had $7.7 million cash remaining (it lost more than that amount each of the last two years alone) and 7 employees. Its own estimates indicate (page F-25 of the merger proxy) it will run out of money in less than a year implying it is not a going concern

2. **Lumos' current pipeline is limited, carries significant risk and is based on a single failed drug candidate** – After its first drug candidate failed, Lumos pivoted. In July 2018, it spent $3.5 million to acquire the license to a small molecule (LUM-201) targeting a subset of pediatric growth hormone deficiency (PGHD). This molecule was licensed from another drug company (Ammonett Pharma) who had previously licensed it from Merck, which ceased its LUM-201 development due to failures in trials. Merck ran three studies in the late 1990s (two were double-blinded and one was randomized) to test the efficacy of the molecule (204 children enrolled with 157 children treated with LUM-201), and the trials failed. In fact, the two blinded studies were "…terminated prior to completion based on a preliminary efficacy analysis…." Nonetheless, Lumos based its investment on data from these trials and a post hoc analysis of one of the trials. It believes that a small subset of patients (between 50-60% of the market) can benefit from the drug, albeit in much higher doses than were ever given before (2-4x higher than those tested in the Merck trials). Even if their read of the data is correct, it could cause serious FDA issues due to the dosage and require new trials on adults to even qualify to use such dose levels in children. More importantly, "The probability of the Phase 2b Trial succeeding is highly dependent on the adequacy of the Phase 2b Trial design…(and that) certain relevant information from the Merck Trials, including the source documentation for the Merck Trials, is not available and so could not be referenced for Lumos' analysis and Phase 2b Trial design". As the risk factor goes on to say, "As a result of such factors, among others, there could be flaws in the design of the Phase 2b Trial that could cause it to fail, which would materially adversely impact Lumos' business, future development plans, and prospects." In short, the realistic probability of success appears to be extremely low. Merck abandoned development based on double-blind testing and its first licensor failed to develop the candidate. If Lumos is given the opportunity to waste

cash on what is likely a fruitless endeavor, it stands to reason it will likely fail but now, if the merger is approved by stockholders, with your money

3. **Prior litigation limits Lumos' (and therefore NewLink's) future opportunities** – Rather than limiting itself to PGHD, Lumos aspires to acquire and develop other drugs in the rare/orphan disease drug area. However, due to a legal settlement agreement struck in 2012 in connection with various disputes surrounding the LUM-001 patent, Lumos is prohibited in developing any drugs/substances/diagnostics, etc. "…in the dermatological field or the fields of Parkinson's, Huntington's and ALS diseases for a period of 25 years. (Page 116)" So in the merger NewLink shareholders will be forced to assume the prior liabilities of Lumos and will have to wait 18 years (until 2037) to even consider exploring some of the most promising orphan drug disease indications

4. **Even LUM-201 success is likely to result in failure for NewLink shareholders** – Even in a best-case scenario, if Lumos' manages to show efficacy where both Merck and Ammonett could not, the market opportunity available to LUM-201 is limited. Lumos is primarily focused on the market in the US, which is highly competitive with established drug makers and Lumos would likely only able to target 30-40% of the estimated $1.12 billion worldwide market for PGHD in 2016 (65% of the market is accounted for by the US and) Further, Lumos believes "…the treatment will only be effective for approximately 50-60% of PGHD patients, and the actual percentage could be substantially lower". In the unlikely event the drug is approved, it is at best targeting $365-438 million in annual sales. This analysis assumes the drug gets 100% of the US market, which is extremely unlikely as the current standard of care (a daily injectable of recombinant human growth hormone [rhGH]) has been in use for 45+ years and is extremely safe. In addition, numerous well-funded competitors are pursuing other candidates and the existing providers (including a who's who of drug

companies such as Novo Nordisk, Eli Lilly, Pfizer, Teva, Merck Serono S.A, Sandoz, etc.) are almost certainly looking to strengthen their market position (a weekly injectable is supposedly being developed) and will be even stronger competitors. Assuming years from now the drug gets approval, Lumos is contractually excluded from using the product for many other disease states. Even worse, Lumos will be obligated to pay Merck a large royalty of revenue of between 10-12% of any sales. That knocks the market size down to $211-254 million annually before factoring in milestone payments to Ammonett and other license fees. This analysis assumes no limitation on the prescription from the FDA despite the presence of reported adverse events in the Merck trials of "digestive systems events, including appetite increase (and) mild elevations in liver enzymes without accompanying changes in bilirubin". Unfortunately, Lumos has no current or expected commercial capabilities to generate revenue. Lumos would need to raise significant additional capital to develop sales, marketing, production and distribution capabilities—all of which would just serve to further dilute NewLink shareholders—and the burden of significant annual royalty and other milestone payments could limit Lumos' ability to sign on marketing partners

5. **Lumos' existing shareholders are putting all the funding risk on you, NewLink's shareholders** - Lumos' pipeline consists of the drug it licensed last year for $3.5 million. Its previous efforts, on which it spent the vast majority of the $50 million raised, have failed and have been discontinued. The highly impressive leading biotech investors who previously funded Lumos and continue to sit on its Board have chosen not to invest further. Now you, NewLink shareholders, are being asked to fund Lumos. NewLink's owners are being asked to assume more risk. The proposal to reverse split the shares to between 9:1 or 5:1 (bringing the pro-forma total shares down to between 8 to 15 million) while leaving NewLink with the ability to still have 75 million common shares authorized for total issuance leaves ample room for likely further dilution in the future

Despite the unlikely success of Lumos' sole drug candidate just bought for $3.5 million, Lumos' team of only 7 people without current R&D or commercialization resources to even test the drug let alone bring the drug to market, and its highly competitive and narrow addressable market even if successful, NewLink's board has signed off on a valuation of Lumos of approximately ~$100-300 million or more. How can that pass even the common sense test?

In contrast, NewLink has significant value given both its cash, minimal liabilities and the potential to monetize its substantial economic interest in a potential PRV. No existing NewLink shareholder should be satisfied with a deal that:

- a) results in approximately 50% dilution at the outset in exchange for almost nothing
- b) the certainty of further dilution over time to fund the hope of finding success with a previously failed drug compound and its adjacencies, and
- c) long term financial prospects that are not very appealing even if the drug candidate reaches commercialization years from now

It appears from the background of the merger section of the proxy statement for the merger that the NewLink Board may be pursuing this merger solely because it believes that NewLink has no better alternatives. **But now it does**

Evercel recently made two alternative offers, far superior relative to the Lumos deal, to the NewLink Board, including an all cash offer with no financing contingency. However, the NewLink Board turned them down without any discussion with Evercel or evidence of thoughtful consideration. Why is the NewLink Board not interested in a better deal for the company's shareholders?

Contact Us

As a shareholder of NewLink you are entitled to know all your options. Contact us to find out more about the superior offers made by Evercel and why the merger with Lumos threatens to destroy the value of your investment in NewLink. In the coming days, we currently intend to file proxy materials with the SEC and in those documents we will provide additional information that will be important to your decision at the upcoming special meeting of NewLink shareholders

For more information, contact: info@evercel.com

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Company Name *

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SUBMIT

General Disclaimer

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The materials on this website contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are "forward-looking statements," which are not guarantees of future performance or results, and the words "anticipate," "believe," "expect," "potential," "could," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of this website and involve risks that may cause the actual results to be materially different. In light of the significant uncertainties inherent in the forward-looking statements, the inclusion of such information should not be regarded as a representation as to future results. Evercel disclaims any obligation to update the information herein and reserves the right to change any of its opinions expressed herein at any time as it deems appropriate. Evercel has not sought or obtained consent from any third party to use any statements or information indicated herein as having been obtained or derived from statements made or published by third parties

Additional Information and Where to Find It

Evercel, Inc. (collectively, the "Participant") currently intends to file with the Securities and Exchange Commission (the "SEC") a proxy statement and accompanying form of proxy to be used in connection with the solicitation of proxies from the stockholders of NewLink Genetics Corporation (the "Company"). All stockholders of the Company are advised to read the proxy statement and other documents related to the solicitation of proxies by the Participant when they become available, as they will contain important information, including additional information related to the Participant and information about the Participant's plans and views with respect to the proposed merger between the Company and Lumos Pharma Inc. The definitive proxy statement and an accompanying proxy card will be furnished to some or all of the Company's stockholders and will be, along with other relevant documents, available at no charge on the SEC website at http://www.sec.gov/

Information about the Participant and a description of its direct or indirect interests by security holdings will be contained in the first filing of Solicitation (or Pre-Solicitation) Material on Form DFAN14A by the Participant and will be contained in the definitive proxy statement

Exhibit 3

CERTAIN INFORMATION CONCERNING THE PARTICIPANT

Evercel, Inc. currently intends to file a proxy statement and accompanying proxy card with the SEC to be used to solicit votes against the merger of NewLink Genetics Corporation (the "Company") with Lumos Pharma Inc. at a special meeting of stockholders of the Company.

THE PARTICIPANT STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT HTTP://WWW.SEC.GOV.

The Participant in the proxy solicitation is anticipated to be Evercel, Inc.

As of the date hereof, the Participant may be deemed to beneficially own (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934), 100 shares of common stock, $0.01 par value per share, of the Company (the "Shares").