

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 15, 2018 (March 9, 2018)

NewLink Genetics Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35342
(Commission
File Number)

42-1491350
(IRS Employer
Identification No.)

2503 South Loop Drive
Ames, IA
(Address of principal executive offices)

50010
(Zip Code)

Registrant's telephone number, including area code: **(515) 296-5555**

Not applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Section 5 - Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Executive Officer Equity Awards and Goals

Effective March 9, 2018, the Board of Directors (the “**Board**”) of NewLink Genetics Corporation (the “**Company**”) approved 2018 compensation for the named executive officers for the 2018 fiscal year with respect to stock option awards. The Board also set corporate and individual goals for each of the Company’s named executive officers with respect to cash bonus targets for the 2018 fiscal year.

None of the named executive officers received a salary increase for the 2018 fiscal year. The named executive officers were awarded bonuses for 2017 equal to 90% of their respective previously-reported target bonus amounts for 2017.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	2018 Equity Awards

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 15, 2018

NewLink Genetics Corporation

By: /s/ John B. Henneman III
John B. Henneman III
Its: Chief Financial Officer

SCHEDULE OF 2018 EQUITY AWARDS

Name	Title	2018 Stock Options	Vesting Schedule
Charles J. Link, Jr., M.D.	CEO, Chairman and CSO	310,000	(1)
Nicholas N. Vahanian, M.D.	President	126,500	(1)
John B. Henneman, III	Chief Financial Officer	122,000	(1)
Eugene P. Kennedy	Chief Medical Officer	110,000	(1)
Brian Wiley	Chief Commercial Officer	110,000	(1)

(1) 50% of stock options to vest in 48 equal monthly installments beginning on Vesting Commencement Date (March 1, 2018). 50% of stock options shall vest on the following schedule:

(a) 25%, as follows:

8.33% vesting on the first day of the month following an increase of closing share price on Nasdaq Stock Market by at least 33.33% above exercise price of 2018 options on Date of Grant when measured over 30 consecutive calendar days (must occur within four years of Date of Grant or options are cancelled);

an additional 8.33% vesting on the first day of the month following an increase of closing share price on Nasdaq Stock Market by at least 66.66% above exercise price of 2018 options on Date of Grant when measured over 30 consecutive calendar days (must occur within four years of Date of Grant or options are cancelled); and

an additional 8.34% vesting on the first day of the month following an increase of closing share price on Nasdaq Stock Market by at least 100% above exercise price of 2018 options on Date of Grant when measured over 30 consecutive calendar days (must occur within four years of Date of Grant or options are cancelled).

If there is a Corporate Transaction (as such term is defined in the Company's 2009 Equity Incentive Plan), and the price per share payable for the Company's Common Stock in such transaction is at or above one or more target share prices that had not previously resulted in vesting of a portion of the option, such portion shall vest immediately prior to the Closing of the Corporate Transaction. If the price per share of Common Stock that is paid in such transaction is below one or more of the stock price targets set forth in this Section 1(a), there will be no acceleration of vesting pursuant to the officers' employment agreements. If the Corporate Transaction provides for payment of contingent consideration, and if such payment would have resulted in achievement of a stock price target had it been paid on the date of the closing of the Corporate Transaction, the Board shall make appropriate provision in accordance with the Plan for the optionee to receive a share of such payment if and when such contingent consideration is paid in such transaction. For purposes of clarity, for each of the vesting criteria set forth above, once the thirty calendar day moving average of NewLink's stock on the Nasdaq Stock Market is greater than or equal to the applicable price target, vesting shall occur on the first day of the month following such event, except for any vesting that occurs as a result of a Corporate Transaction as set forth above.

(b) 12.50% on the first day of the month after the first day of employment of a new senior operations executive to oversee the Company's chemistry and manufacturing control ("**CMC**") activities and clinical trials.

(c) 12.50% on the first day of the month following completion of a CMC formulation of 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.

If there is a Corporate Transaction (as such term is defined in the Company's 2009 Equity Incentive Plan), any options containing unsatisfied performance-based vesting measures described in Section 1(b) and 1(c) will convert to time-based vesting (with vesting commencing on the original Vesting Commencement Date of such option) and will be subject to any applicable acceleration provisions in the optionees' respective employment agreements.