

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Kennedy Eugene P.</u> (Last) (First) (Middle) C/O NEWLINK GENETICS CORPORATION 2503 SOUTH LOOP DR., SUITE 5100 (Street) AMES IA 50010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/13/2017	3. Issuer Name and Ticker or Trading Symbol (Check all applicable) <u>NEWLINK GENETICS CORP [(NLNK)]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Chief Medical Officer	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,077 ⁽¹⁾⁽²⁾⁽³⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	05/10/2014 ⁽⁴⁾	05/09/2023	Common Stock 50,000	15.33	D	
Stock Option (Right to Buy)	01/07/2015 ⁽⁴⁾	01/06/2024	Common Stock 50,000	22.85	D	
Stock Option (Right to Buy)	03/11/2015 ⁽⁴⁾	03/10/2024	Common Stock 30,000	30.48	D	
Stock Option (Right to Buy)	01/20/2016 ⁽⁴⁾	01/19/2025	Common Stock 10,000	39.05	D	
Stock Option (Right to Buy)	06/23/2016 ⁽⁴⁾	06/22/2025	Common Stock 10,000	46.73	D	
Stock Option (Right to Buy)	02/04/2016 ⁽⁵⁾	01/03/2026	Common Stock 12,641	34.73	D	
Stock Option (Right to Buy)	09/09/2016 ⁽⁶⁾	08/08/2026	Common Stock 50,000	10.78	D	
Stock Option (Right to Buy)	02/03/2017 ⁽⁷⁾	01/02/2027	Common Stock 50,000	10.55	D	
Stock Option (Right to Buy)	08/13/2017 ⁽⁸⁾	07/12/2027	Common Stock 1,000	7.73	D	

Explanation of Responses:

- Includes 500 restricted stock units ("RSUs") held by 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 two successive annual installments with the next installment occurring on January 20, 2018, 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.
- Includes 2,500 RSUs held by the Reporting Person granted under the Plan. The RSUs will vest, and shares will be delivered to the Reporting Person in a series of two successive annual installments with the next installment occurring on June 23, 2018, 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.
- Includes 3,314 RSUs held by the Reporting Person granted under 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 4, 2018, 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.
- Grant to the Reporting Person of a stock option under the Plan. The option vests over a four-year period, with 25% of such option vesting on the one-year anniversary of the vesting commencement date and the remaining 75% of such option vesting in equal monthly installments over the next 36 months, 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.
- 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 beginning on February 4, 2016, 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.
- Grant to the Reporting Person of a stock option under the Plan. The option vests and becomes exercisable in a series of 36 successive equal monthly installments beginning on September 9, 2016, 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.
- 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 beginning on February 3, 2017, 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.
- 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 beginning on August 13, 2017, 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.

Remarks:

/s/ Ryan Trytten, attorney-in-fact
** Signature of Reporting Person

11/22/2017
Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Charles J. Link, Jr., John B. Henneman III, Carl W. Langren and Ryan D. Trytten, or (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of NewLink Genetics Corporation (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of the undersigned. The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper to carry out the intent and purpose of this Power of Attorney. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4, and 5 with the SEC and (b) the undersigned dies. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of November, 2017.

/s/ Eugene P. Kennedy
EUGENE P. KENNEDY