

Lundquist David J.
Form 4
November 18, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Lundquist David J.

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)
11/16/2011

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 (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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/16/2011		C		13,267	A	(1) 24,642	I	By David J. Lundquist Revocable Trust
Common Stock	11/16/2011		C		9,523	A	(2) 34,165	I	By David J. Lundquist Revocable Trust
Common Stock	11/16/2011		C		10,856	A	(3) 45,021	I	By David J. Lundquist

Edgar Filing: Lundquist David J. - Form 4

Common Stock	11/16/2011		C	27,609	A	(4)	72,630	I	Revocable Trust By David J. Lundquist Revocable Trust
Common Stock	11/16/2011		P	<u>15,000</u> (5)	A	\$ 7	87,630	I	By David J. Lundquist Revocable Trust
Common Stock	11/18/2011		G V	87,630	D	\$ 0	0	I	By David J. Lundquist Revocable Trust
Common Stock	11/18/2011		G V	43,815	A	\$ 0	43,815	I	By David J. Lundquist 2011 Exempt Trust
Common Stock	11/18/2011		G V	43,815	A	\$ 0	43,815	I	By David J. Lundquist 2011 Nonexempt Trust

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)

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. P. Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series AA Preferred	<u>(1)</u> <u>(2)</u>	11/16/2011		C	27,780	<u>(1)</u>	<u>(1)</u>	Common Stock	27,780

Stock

Series B Preferred Stock	(3)	11/16/2011	C	19,999	(2)	(2)	Common Stock	19,999
Series C Preferred Stock	(4)	11/16/2011	C	20,000	(3)	(3)	Common Stock	20,000
Series E Preferred Stock	(5)	11/16/2011	C	5,257	(4)	(4)	Common Stock	5,257

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lundquist David J.
C/O NEWLINK GENETICS CORPORATION
2503 SOUTH LOOP DR., SUITE 5100
AMES, IA 50010

X

Signatures

/s/ Daniel Wobbekind, by power of attorney

11/18/2011

__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).

- Every one share of Series AA Preferred Stock automatically converted into approximately 0.476 shares of common stock upon the
- (1) closing of the Issuer's initial public offering and had no expiration date. Includes 39 shares acquired by dividend issued upon conversion of Series AA Preferred Stock.
 - (2) Every one share of Series B Preferred Stock automatically converted into approximately 0.476 shares of common stock upon the closing of the Issuer's initial public offering and had no expiration date.
 - (3) Every one share of Series C Preferred Stock automatically converted into approximately 0.542 shares of common stock upon the closing of the Issuer's initial public offering and had no expiration date.
 - (4) Every one share of Series E Preferred Stock automatically converted into approximately 5.252 shares of common stock upon the closing of the Issuer's initial public offering and had no expiration date.
 - (5) The shares were purchased in the Issuer's initial public offering.

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

Edgar Filing: Lundquist David J. - Form 4

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.