

Ramsey William J.  
Form 3  
November 10, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Ramsey William J.		(Month/Day/Year)	NEWLINK GENETICS CORP [NLNK]	
(Last)	(First)	(Middle)	11/10/2011	
C/O NEWLINK GENETICS CORP., Â 2503 SOUTH LOOP DR., SUITE 5100			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
	Quality Assurance Officer		<input type="checkbox"/> Form filed by More than One Reporting Person	
AIMES, Â IA Â 50010				
(City)	(State)	(Zip)		

**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	23,809	D	Â

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

SEC 1473 (7-02)

**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.**

**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Edgar Filing: Ramsey William J. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	06/29/2008 <sup>(1)</sup>	06/28/2017	Common Stock	19,047	\$ 2.1	D	Â
Stock Option (right to buy)	10/18/2003 <sup>(2)</sup>	07/15/2018	Common Stock	2,380	\$ 2.1	D	Â
Stock Option (right to buy)	09/01/2005 <sup>(2)</sup>	07/15/2018	Common Stock	2,380	\$ 2.1	D	Â
Stock Option (right to buy)	04/04/2006 <sup>(2)</sup>	07/15/2018	Common Stock	952	\$ 2.1	D	Â
Stock Option (right to buy)	03/03/2011 <sup>(3)</sup>	03/02/2020	Common Stock	51,428	\$ 3.07	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramsey William J. C/O NEWLINK GENETICS CORP. 2503 SOUTH LOOP DR., SUITE 5100 AIMES, IA 50010	Â	Â	Â Quality Assurance Officer	Â

## Signatures

/s/ William J. Ramsey                      11/09/2011

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* 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).
- Grant to the Reporting Person of a stock option under the Issuer's 2009 Equity Incentive Plan (the "Plan"). The option vests over a five-year period, with 20% of such option vesting on the one-year anniversary of the vesting commencement date and the remaining 80%
- (1) of such option vesting in equal monthly installments over the next 48 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.
  - (2) Grant to the Reporting Person of a stock option under the Plan. The option is fully vested.
- 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.
- (3)

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.