

NEWLINK GENETICS CORP  
Form S-8  
January 15, 2013

As filed with the Securities and Exchange Commission on January 14, 2013 Registration No. 333-

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

NewLink Genetics Corporation  
(Exact name of registrant as specified in its charter)  
Delaware  
(State or other jurisdiction of Incorporation or  
organization)

42-1491350  
(I.R.S. Employer Identification No.)

2503 South Loop Drive  
Ames, IA 50010  
(515) 296-5555  
(Address of principal executive offices)

2009 Equity Incentive Plan, as amended  
(Full title of the plans)  
CHARLES J. LINK, JR.  
Chief Executive Officer  
NewLink Genetics Corporation  
2503 South Loop Drive  
Ames, IA 50010  
(515) 296-5555  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:  
James C. T. Linfield, Esq.  
Brent D. Fassett, Esq.  
Cooley LLP  
380 Interlocken Crescent, Suite 900  
Broomfield, CO 80021  
(720) 566-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

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company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	838,375 shares	\$11.75	\$9,850,906.25	\$1,343.66

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the plan as set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock. Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) of the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock (the "Common Stock") on January 8, 2013 as reported on the NASDAQ Global Market.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 838,375 shares of Registrant's Common Stock to be issued pursuant to the Registrant's 2009 Equity Incentive Plan.

INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8 NO. 333-178032

The contents of Registration Statement on Form S-8 No. 333-178032 filed with the Securities and Exchange Commission on November 17, 2011 are incorporated by reference herein.

## EXHIBITS

Exhibit No.	Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date	Number	
4.1	Amended and Restated Certificate of Incorporation	S-1/A	11/8/2011	3.2	
4.2	Amended and Restated Bylaws	S-1/A	11/8/2011	3.4	
4.3	Form of Common Stock Certificate of the Registrant	S-1/A	10/26/2011	4.1	
5.1	Opinion of Cooley LLP				X
23.1	Consent of KPMG LLP, independent registered public accounting firm				X
23.2	Consent of Cooley LLP (included in Exhibit 5.1)				X
24.1	Power of Attorney (see signature page of this registration statement)				X
99.5	Amended and Restated 2009 Equity Incentive Plan	S-1	12/21/2010	10.6	
99.6	Form of Stock Option Agreement under 2009 Equity Incentive Plan	S-1	12/21/2010	10.7	
99.7	Form of Stock Option Grant Notice under 2009 Equity Incentive Plan	S-1	12/21/2010	10.8	

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ames, State of Iowa, on January 14, 2013.

NewLink Genetics Corporation

By: /s/Charles J. Link

Charles J. Link, Jr., M.D.

Chief Executive Officer, Chairman of the Board

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## POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Charles Link, Jr. and Gordon Link, Jr. and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/Charles J. Link Charles J. Link, Jr.	Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer)	January 14, 2013
/s/Gordon H. Link Gordon H. Link, Jr.	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	January 14, 2013
/s/Thomas A. Raffin Thomas A. Raffin	Director	January 14, 2013
/s/Ernest J. Talarico Ernest J. Talarico, III	Director	January 14, 2013
/s/Lota Zoth Lota Zoth	Director	January 14, 2013
/s/Joseph Saluri Joseph Saluri	Director	January 14, 2013
/s/Paul R. Edick Paul R. Edick	Director	January 14, 2013

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## EXHIBIT INDEX

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