

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2013-01-15**
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FILER

NEWLINK GENETICS CORP

CIK: [1126234](#) | IRS No.: [421491350](#) | Fiscal Year End: [1231](#)
Type: **S-8** | Act: **33** | File No.: [333-186020](#) | Film No.: [13528960](#)
SIC: [2834](#) Pharmaceutical preparations

Mailing Address

*2503 SOUTH LOOP DRIVE
SUITE 5100
AMES IA 50010*

Business Address

*2503 SOUTH LOOP DRIVE
SUITE 5100
AMES IA 50010
515-296-5555*

**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 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

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

- (1) 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.
- (2) 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

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.

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

EXHIBIT INDEX

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James C. T. Linfield
T: +1 720 566 4010
linfieldjct@cooley.com

January 14, 2012

NewLink Genetics Corporation
2503 South Loop Drive
Ames, IA 50010

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by NewLink Genetics Corporation (the "**Company**") of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of 838,375 shares of the Company's Common Stock, \$0.01 par value (the "**Shares**"), pursuant to its 2009 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectuses, the Company's Amended and Restated Certificate of Incorporation and Bylaws as in currently in effect, the Plan and such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due execution and delivery of all documents, where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not sought independently to verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/James C.T. Linfield
James C.T. Linfield, Partner

Consent of Independent Registered Public Accounting Firm

The Board of Directors
NewLink Genetics Corporation:

We consent to the incorporation by reference in this Registration Statement on Form S-8 of NewLink Genetics Corporation of our report dated March 29, 2012 with respect to the consolidated balance sheets of NewLink Genetics Corporation and subsidiary (a development stage enterprise) as of December 31, 2011 and 2010, and the related consolidated statements of operations, equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2011, and for the period from June 4, 1999 (inception) through December 31, 2011, which report is included in the December 31, 2011 annual report on Form 10-K of NewLink Genetics Corporation.

/s/KPMG LLP

Des Moines, Iowa
January 14, 2013