

NEWLINK GENETICS CORP  
Form 8-K  
October 04, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 4, 2017 (October 3, 2017)

NewLink Genetics Corporation  
(Exact name of registrant as specified in its charter)

Delaware                      001-35342    42-1491350  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

2503 South Loop Drive                      50010  
Ames, IA  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (515)  
296-5555

Not applicable  
(Former name or former address, if changed since last  
report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company   

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act



Section 8 - Other Events

Item 8.01 Other Events.

On October 3, 2017, NewLink Genetics Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Stifel, Nicolaus & Company, Incorporated, representatives of the several underwriters (the “Underwriters”) relating to the offering, issuance and sale (the “Offering”) of 5,000,000 shares of the Company’s common stock, par value \$0.01 per share. Pursuant to the Underwriting Agreement, the Underwriters have agreed to purchase the shares of common stock from the Company at a price of \$9.635 per share, which will result in approximately \$48 million of net proceeds to the Company after deducting estimated offering expenses. The offering is expected to close on or about October 6, 2017, subject to customary closing conditions. The shares of common stock will be listed on The NASDAQ Global Market. The Underwriters have a 30-day option to purchase up to an additional 750,000 shares of common stock. All of the shares in the offering are being sold by the Company.

The Offering is being made pursuant to a written prospectus supplement and accompanying prospectus forming part of a shelf registration statement on Form S-3 (Registration No. 333-205234), previously filed with the Securities and Exchange Commission.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement, dated October 3, 2017
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (contained in Exhibit 5.1)

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 4, 2017

NewLink Genetics Corporation

By: /s/ John B. Henneman III

John B. Henneman III

Its: Chief Financial Officer

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INDEX TO EXHIBITS

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