#### NOVAGOLD RESOURCES INC

Form 4 April 12, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Dowdall Sharon** Issuer Symbol NOVAGOLD RESOURCES INC (Check all applicable) [NG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) C/O NOVAGOLD RESOURCES 04/11/2017 INC., 201 SOUTH MAIN STREET,

**SUITE 400** 

(City)

(Street) 4. If Amendment, Date Original

(Zin)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### SALT LAKE CITY, UT 84111

(State)

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative S	ecuriti	ies Acqu	iired, Disposed of	, or Beneficiall	y 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. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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 Beneficial Ownership (Instr. 4)
Common Shares	04/11/2017		M	100,000	A	\$ 4.75 (1)	122,074	D	
Common Shares	04/11/2017		F	95,476	D	\$ 4.97 (2)	26,598	D	
Common Shares	04/11/2017		S	600	D	\$ 4.98 (3)	25,998	D	

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Common Shares	04/11/2017	S	2,824	D	\$ 4.97 (2)	23,174	D
Common Shares	04/11/2017	S	1,100	D	\$ 4.97 (4)	22,074	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 onDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (right to buy)	\$ 4.75 <u>(1)</u>	04/11/2017		M		100,000	04/30/2012	04/15/2017	Common Shares	100,000

# **Reporting Owners**

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other

**Dowdall Sharon** C/O NOVAGOLD RESOURCES INC. 201 SOUTH MAIN STREET, SUITE 400 SALT LAKE CITY, UT 84111

## **Signatures**

/s/ Tricia Pannier as attorney-in-fact for Sharon 04/12/2017 Dowdall

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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## **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).
- (1) The exercise price reported above was converted from the Canadian exercise price of C\$6.33 using an exchange rate of CAD\$1.3332=USD\$1.00.
- (2) The price reported above was converted from the Canadian price of C\$6.63 to USD using an exchange rate of C\$1.3332=USD \$1.00.
- (3) The price reported above was converted from the Canadian price of C\$6.635 to USD using an exchange rate of CAD\$1.3332=USD\$1.00.
- (4) The price reported above was converted from the Canadian price of C\$6.62 to USD using an exchange rate of C\$1.3332=USD \$1.00.

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.