

NORTHERN DYNASTY MINERALS LTD
Form 6-K
February 03, 2015

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **January 2015**

Commission File No. **001-32210**

NORTHERN DYNASTY MINERALS LTD.

(Translation of registrant's name into English)

15th Floor 1040 West Georgia Street
Vancouver, British Columbia, V6E 4H8, Canada
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F

Form 20-F [] **Form 40-F [X]**

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1) []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7) []

SUBMITTED HEREWITH

Exhibits

- | | |
|-------------|--|
| <u>99.1</u> | <u>Material Change Report dated January 19, 2015</u> |
| <u>99.2</u> | <u>News Release dated January 13, 2015 re: <i>Northern Dynasty Completes C\$15.5 Million Financing</i></u> |
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SIGNATURE

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, thereunto duly authorized.

NORTHERN DYNASTY MINERALS LTD.

Date: February 3, 2015

/s/ Ronald Thiessen
Ronald Thiessen
President and CEO
