NOVAGOLD RESOURCES INC

Form 4 June 03, 2014

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

KAPLAN THOMAS SCOTT

(First)

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

535 MADISON AVENUE, 11TH **FLOOR**

NEW YORK, NY 10022

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

NOVAGOLD RESOURCES INC [NG]

3. Date of Earliest Transaction

(Month/Day/Year)

06/02/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Month/Day/Year)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following Reported (A)

or

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Issuer

below)

Person

5. Amount of

Securities

Beneficially

X_ Director

Applicable Line)

Officer (give title

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

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

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5	(Month/Day/Year)		(Instr. 3 and	4)
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Unit	<u>(1)</u>	06/02/2014	<u>(1)</u>	A	2,828.478	<u>(1)</u>	<u>(1)</u>	Common Shares	2,828.478

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KAPLAN THOMAS SCOTT 535 MADISON AVENUE, 11TH FLOOR X NEW YORK, NY 10022

Signatures

/s/ Thomas S. Kaplan 06/03/2014

**Signature of Date
Reporting Person

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) Each Deferred Share Unit ("DSU") is the economic equivalent of one share of the Issuer's common stock. The DSUs vested immediately upon issuance; however, the underlying common shares will not be issued to the reporting person, and the reporting person shall not have any voting or dispositive rights with respect to the underlying common shares, until termination of the reporting person's employment or services as a director of the Issuer. The grants will expire no later than 90 days after the reporting person's termination date.

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.

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