NOVAGOLD RESOURCES INC

Form 4 April 21, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Leathley Gillyeard J.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NOVAGOLD RESOURCES INC

(Check all applicable)

[NG]

(Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year) 04/20/2015

Director 10% Owner Officer (give title Other (specify below)

C/O NOVAGOLD RESOURCES INC., 201 SOUTH MAIN STREET,

(Street)

(First)

SUITE 400

Security

(Instr. 3)

(Last)

4. If Amendment, Date Original

(Instr. 8)

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

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

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

3. 4. Securities Acquired (A) 5. Amount of Execution Date, if Transactionr Disposed of (D) Code (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

(Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A)

or (D) Price

(1)

Transaction(s) (Instr. 3 and 4)

Common 04/20/2015 Shares

Code V Amount \$ S 20,000 D 4.4792

107,775

Reported

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 (9-02)

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: NOVAGOLD RESOURCES INC - Form 4

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

1. Title of	2.	3. Transaction Date		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D			int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	erivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired	Acquired					Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)					(Instr	
					(Instr. 3,						(211512
						4, and 5)					
					4, and 3)						
									Amount		
						.	.		or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

> > 04/21/2015

Leathley Gillyeard J. 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 Gillyeard J. Leathley

> **Signature of Reporting Person Date

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) Expressed in Canadian dollars.

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.

Reporting Owners 2