

NOVAGOLD RESOURCES INC

Form 4

April 12, 2017

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Dowdall Sharon

2. Issuer Name and Ticker or Trading Symbol
NOVAGOLD RESOURCES INC
[NG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2017

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

C/O NOVAGOLD RESOURCES INC., 201 SOUTH MAIN STREET, SUITE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

SALT LAKE CITY, UT 84111

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------------|---------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 04/11/2017 | | M | | 100,000 | A | | \$ 4.75 <u>(1)</u> | 122,074 | D | |
| Common Shares | 04/11/2017 | | F | | 95,476 | D | | \$ 4.97 <u>(2)</u> | 26,598 | D | |
| Common Shares | 04/11/2017 | | S | | 600 | D | | \$ 4.98 <u>(3)</u> | 25,998 | D | |

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.