

Ottewell David A.  
Form 4  
October 12, 2018

**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 \*  
Ottewell David A.

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President & CFO

(Last) (First) (Middle)  
C/O NOVAGOLD RESOURCES INC., 201 SOUTH MAIN STREET, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)  
10/11/2018

(Street)  
SALT LAKE CITY, UT 84111

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

**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		
Common Shares	10/11/2018			M	263,650	A	\$ 2.22 (1) 760,866
Common Shares	10/11/2018			F	143,190	D	\$ 4.1 (2) 617,676
Common Shares	10/11/2018			S	120,460	D	\$ 4.1 (3) 497,216

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

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(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 Derivative 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 or Number of Shares
Stock Option (right to buy)	\$ 2.22 <sup>(1)</sup>	10/11/2018		M	263,650	<sup>(4)</sup> 01/06/2019	Common Shares 263,650

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ottewell David A. C/O NOVAGOLD RESOURCES INC. 201 SOUTH MAIN STREET, SUITE 400 SALT LAKE CITY, UT 84111			Vice President & CFO	

## Signatures

/s/ Tricia Pannier as attorney-in-fact for David A. Ottewell	10/12/2018
<b>**Signature of Reporting Person</b>	<b>Date</b>

## 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\$2.90 using an exchange rate of CAD\$1.3038=U.S.\$1.00.
- The price reported in Column 4 is a weighted average price. These shares were withheld in multiple transactions ranging from C\$5.25 to \$5.47, inclusive. The reporting person undertakes to provide to NOVAGOLD RESOURCES INC., any security holder of NOVAGOLD RESOURCES INC., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares withheld at each separate price within the ranges set forth in this footnote. The weighted average price reported above was converted from the Canadian weighted average price of C\$5.34 to USD using an exchange rate of C\$1.3038=US\$1.00.
- (2) RESOURCES INC., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares withheld at each separate price within the ranges set forth in this footnote. The weighted average price reported above was converted from the Canadian weighted average price of C\$5.34 to USD using an exchange rate of C\$1.3038=US\$1.00.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from C\$5.25 to \$5.47, inclusive. The reporting person undertakes to provide to NOVAGOLD RESOURCES INC., any security holder of NOVAGOLD RESOURCES INC., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of

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shares sold at each separate price within the ranges set forth in this footnote. The weighted average price reported above was converted from the Canadian weighted average price of C\$5.34 to USD using an exchange rate of C\$1.3038=US\$1.00.

(4) The options vested as follows: 1/3 on 1/7/14; 1/3 on 1/7/15; and 1/3 on 1/7/16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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