

Lang Gregory A.  
Form 4  
October 31, 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 \*  
Lang Gregory 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)  
President and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2018

(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

(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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                    | Code V                                                            | Amount                                                                                        |                                                          |                                   |
| Common Shares                   | 10/31/2018                           |                                                    | M                  |                                                                   | 50,000                                                                                        | A                                                        | 2.21                              |
|                                 |                                      |                                                    |                    |                                                                   |                                                                                               |                                                          | \$<br><u>(1)</u>                  |
| Common Shares                   | 10/31/2018                           |                                                    | F                  |                                                                   | 27,053                                                                                        | D                                                        | 4.08                              |
|                                 |                                      |                                                    |                    |                                                                   |                                                                                               |                                                          | \$<br><u>(2)</u>                  |
| Common Shares                   | 10/31/2018                           |                                                    | S                  |                                                                   | 10,901                                                                                        | D                                                        | 4.07                              |
|                                 |                                      |                                                    |                    |                                                                   |                                                                                               |                                                          | \$<br><u>(3)</u>                  |

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy)                | \$ 2.21 <sup>(1)</sup>                                 | 10/31/2018                           |                                                    | M                              | 50,000                                                                                  | <sup>(4)</sup> 01/06/2019                                | Common Shares                                                 | 50,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                                 | Relationships |           |                   |       |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                                | Director      | 10% Owner | Officer           | Other |
| Lang Gregory A.<br>C/O NOVAGOLD RESOURCES INC.<br>201 SOUTH MAIN STREET, SUITE 400<br>SALT LAKE CITY, UT 84111 |               |           | President and CEO |       |

## Signatures

/s/ Tricia Pannier as attorney-in-fact for Gregory A. Lang  
 10/31/2018  
 \*\*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) The exercise price reported above was converted from the Canadian exercise price of C\$2.90 using an exchange rate of CAD \$1.3142=USD \$1.00.
- (2) The price reported in column 4 above was converted from the Canadian price of C\$5.36 to USD using an exchange rate of CAD \$1.3142=USD \$1.00.
- (3) The price reported in column 4 above was converted from the Canadian price of C\$5.35 to USD using an exchange rate of CAD \$1.3142=USD \$1.00.

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(4) The options vested as follows: 1/3 on 1/7/2014, 1/3 on 1/7/2015, and 1/3 on 1/7/2016.

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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