

NORTHERN DYNASTY MINERALS LTD  
Form 6-K  
June 02, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

As at **May 12, 2008**

Commission File Number: **001-32210**

**NORTHERN DYNASTY MINERALS LTD.**

(Translation of registrant's name into English)

**800 West Pender Street, Suite 1020  
Vancouver, British Columbia  
Canada V6C 2V6**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

[        ] Form 20-F [ x ] Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [        ]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [        ]

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes [        ] No [ x ]

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**SUBMITTED HEREWITH**

Exhibits

99.1 President's Letter to Shareholders

99.2 Notice of Annual General Meeting of Shareholders

99.3 Information Circular

99.4 Form of Proxy

99.5 Request for Annual and Interim Financial Statements and MD&A

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Northern Dynasty Minerals Ltd.**  
(Registrant)

Date: May, 27, 2008

By: */s/ Jeffrey R. Mason*

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Jeffrey R. Mason  
Title: Director, Chief Financial Officer and Secretary

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