

NORTHERN DYNASTY MINERALS LTD  
Form 6-K  
May 26, 2009

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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, 2009**

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 Interim Financial Statements for the Period Ended March 31, 2009

99.2 Management's Discussion and Analysis for the Period Ended March 31, 2009

99.3 Form 52-109F2 - Certification of Interim Filings - Full Certificate - CEO

99.4 Form 52-109F2 - Certification of Interim Filings - Full Certificate - CFO

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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 20, 2009

By: */s/ Marchand Snyman*  
Marchand Snyman

Title: Director, Chief Financial Officer

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