

NOVAGOLD RESOURCES INC

Form 3/A

January 09, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â Lang Gregory A.

(Last) (First) (Middle)

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

(Street)

SALT LAKE  
CITY,Â UTÂ 84111

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

12/01/2013

3. Issuer Name **and** Ticker or Trading Symbol  
NOVAGOLD RESOURCES INC [NG]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

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

President &amp; CEO

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

12/02/2013

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 Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Shares

698,444 <sup>(1)</sup>

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	12/06/2016	Common Shares	500,000	\$ 10.12 (3)	D	Â
Stock Option (right to buy)	Â (4)	06/07/2017	Common Shares	500,000	\$ 6.17 (3)	D	Â
Stock Option (right to buy)	Â (5)	12/04/2017	Common Shares	660,000	\$ 4.38 (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lang Gregory A. C/O NOVAGOLD RESOURCES INC. 201 SOUTH MAIN STREET, SUITE 400 SALT LAKE CITY, UT 84111	Â X	Â	Â President & CEO	Â

## Signatures

/s/ Tricia Pannier as attorney-in-fact for Gregory A. Lang 01/09/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes 560,000 Performance Share Units, which are subject to performance criteria set by the board of directors of the Issuer. The
- (1) underlying common shares will not be issued to the reporting person, and the reporting person shall not have any voting or dispositive rights with respect to the underlying common shares, until the performance criteria has been met.
  - (2) The options vest as follows: 1/3 immediately; 1/3 on 1/9/2013; 1/3 on 1/9/2014.
  - (3) Expressed in Canadian dollars.
  - (4) The options vest as follows: 166,000 on 6/8/2012; 167,000 on 6/8/2013; 167,000 on 6/8/2014.
  - (5) The options vest as follows: 220,000 on 12/5/2012; 220,000 on 12/5/2013; 220,000 on 12/5/2014.

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.