

NOVAGOLD RESOURCES INC

Form 3/A

April 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 Ottewell David 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)

Vice President & CFO

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

242,815 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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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 Security

4. Conversion or Exercise

5. Ownership Form of

6. 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)	09/19/2017	Common Shares	300,000	\$ 4.99 (3)	D	Â
Stock Option (right to buy)	Â (4)	12/04/2017	Common Shares	240,000	\$ 4.38 (3)	D	Â

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	Â	Â	Â Vice President & CFO	Â

Signatures

/s/ Tricia Pannier as attorney-in-fact for David A. Ottewell

04/16/2014

__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 200,000 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 on 11/13/2012; 1/3 on 11/13/2013; and 1/3 on 11/13/2014.
 - (3) Expressed in Canadian dollars.
 - (4) The options vest as follows: 1/3 on 12/05/2012; 1/3 on 12/05/2013; and 1/3 on 12/05/2014.

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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