

Lang Gregory A.
Form 4
November 20, 2017

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2017

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

President and CEO

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

(Street)

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

SALT LAKE CITY, UT 84111

(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. Transaction 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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|-----------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 11/17/2017 | | M | | 100,000 | A | | \$ 3.43 <u>(1)</u> | 1,410,414 | D | |
| Common Shares | 11/17/2017 | | F | | 89,388 | D | | \$ 3.83 <u>(2)</u> | 1,321,026 | D | |
| Common Shares | 11/17/2017 | | S | | 4,346 | D | | \$ 3.83 <u>(3)</u> | 1,316,680 | D | |

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Common Shares 11/17/2017 S 1,000 D 3.83 1,315,680 D
 \$
(4)

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

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. SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option (Right to Buy) | \$ 3.43 ⁽¹⁾ | 11/17/2017 | | M | 100,000 | 12/05/2012 12/04/2017 | Common Shares 100,000 |

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

President and CEO

Signatures

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

11/20/2017

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\$4.38 using an exchange rate of CAD\$1.2783=U.S.\$1.00.

(2)

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The price reported in Column 4 above was converted from the Canadian price of C\$4.90 to USD using an exchange rate of C\$1.2783=US\$1.00.

- (3) The price reported in Column 4 above was converted from the Canadian price of C\$4.90 to USD using an exchange rate of C\$1.2783=US\$1.00.
- (4) The price reported in Column 4 above was converted from the Canadian price of C\$4.89 to USD using an exchange rate of C\$1.2783=US\$1.00.

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.