Deisley David Form 4 December 03, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

may continue.

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Deisley David**

2. Issuer Name and Ticker or Trading

Symbol

NOVAGOLD RESOURCES INC [NG]

Issuer

below)

(Check all applicable)

Exec. VP & General Counsel

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/03/2018

Director Officer (give title

10% Owner Other (specify

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

(Street)

(State)

SUITE 400

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

SALT LAKE CITY, UT 84111

(- 3)	()	1 abi	e I - Non-L	perivative So	ecuriti	ies Acqu	iirea, Disposea oi	, or Beneficiali	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Shares	12/03/2018		M	134,480 (1)	A	\$0	830,954	D	
Common Shares	12/03/2018		F	59,642	D	\$ 3.67	771,312	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration D			Amount of Securities 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Share Units ("PSUs")	\$ 0	12/03/2018		M		134,480 (1)	(1)	<u>(1)</u>	Common Shares	134,480 (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Deisley David C/O NOVAGOLD RESOURCES INC. 201 SOUTH MAIN STREET, SUITE 400 SALT LAKE CITY, UT 84111

Exec. VP & General Counsel

Signatures

/s/ Tricia Pannier as attorney-in-fact for David
Deisley

12/03/2018

**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).

The December 1, 2016 grant totaling 164,000 Performance Share Units (PSUs), which were subject to performance criteria set by the board of directors of the Issuer, was previously voluntarily reported on Form 4. On December 3, 2018, the performance criteria were deemed to have been met with respect to the grant at 82% of the original grant amount, decreasing the award to a total of 134,480 common shares.

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.

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