

Dowdall Sharon  
Form 4  
December 03, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dowdall Sharon

(Last) (First) (Middle)

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

(Street)

SALT LAKE CITY, UT 84111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NOVAGOLD RESOURCES INC  
[NG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares                      | 12/03/2018                              |                                                             | A                                       | (A)<br>or<br>(D)<br>1,176<br>(1)                                           | \$ 0 29,674                                                                                                        | D                                                                    |                                                                   |

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Date<br>of<br>Transaction<br>(Instr. 3, 4,<br>and 5) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D)                                                                 |                                                         |
| Stock<br>Option<br>(right to<br>buy)                | \$ 3.68 <sup>(2)</sup>                                             | 12/01/2018                              |                                                             | A                                    |                                                                                                              | 96,000                                                         | <sup>(3)</sup>                                                      | 11/30/2023                                              |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                              |                                                                | Common<br>Shares                                                    | 96,000                                                  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

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

## Signatures

/s/ Tricia Pannier as attorney-in-fact for Sharon  
Dowdall

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).

- (1) Grant of Deferred Share Units (DSUs). Each DSU is the economic equivalent of one share of the Issuer's common stock. The 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 termination of the reporting person's employment or services as a director of NOVAGOLD RESOURCES INC. The grants will expire no later than 90 days after the reporting person's termination date.
- (2) The exercise price reported above was converted from the Canadian exercise price of \$4.90 using an exchange rate of CAD\$1.3301=U.S.\$1.00.
- (3) The options vest as follows: 1/3 on 12/1/2019; 1/3 on 12/1/2020; and 1/3 on 12/1/2021.

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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