

Deisley David
Form 4
December 10, 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

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(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]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Exec. VP & General Counsel

(Street)

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
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 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)
Common Shares	12/07/2018		M	275,974	A \$ 2.18 (1)	1,047,286	D
Common Shares	12/07/2018		F	155,224	D \$ 3.88 (2)	892,062	D
Common Shares	12/07/2018		S	120,750	D \$ 3.88 (3)	771,312	D

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

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(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 or Number of Shares
Stock Option (Right to Buy)	\$ 2.18 ⁽¹⁾	12/07/2018		M	275,974	⁽⁴⁾ 01/06/2019	Common Shares 275,974

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

12/10/2018

 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) The exercise price reported above was converted from the Canadian exercise price of C\$2.90 using an exchange rate of CAD \$1.3299=USD \$1.00.

The price reported in Column 4 is a weighted average price. These shares were withheld in multiple transactions at prices ranging from C\$5.12 to \$5.20, inclusive. The reporting person undertakes to provide to NOVAGOLD RESOURCES INC., any security holder of

- (2) NOVAGOLD RESOURCES INC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares withheld at each separate price within the ranges set forth in this Form 4. The price was converted from the Canadian weighted average price of C\$5.16 to US dollars using an exchange rate of CAD \$1.3299=USD \$1.00.

(3)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from C\$5.12 to \$5.20, inclusive. The reporting person undertakes to provide to NOVAGOLD RESOURCES INC., any security holder of NOVAGOLD RESOURCES INC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. The price was converted from the Canadian weighted average price of C\$5.16 to US dollars using an exchange rate of CAD \$1.3299=USD \$1.00.

(4) The options vested as follows: 1/3 on 1/7/2014; 1/3 on 1/7/2015; and 1/3 on 1/7/2016.

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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