

Lang Gregory A.  
Form 4  
December 17, 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  
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(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)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2018

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

(Street)

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

SALT LAKE CITY, UT 84111

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 Acquired<br>or 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                      | 12/14/2018                              |                                                             | M                                       | 150,000                                                             | A<br>\$<br>2.17<br>(1)                                                                                             | 1,758,327                                                            | D                                                                 |
| Common<br>Shares                      | 12/14/2018                              |                                                             | F                                       | 85,184                                                              | D<br>\$<br>3.82<br>(2)                                                                                             | 1,673,143                                                            | D                                                                 |
| Common<br>Shares                      | 12/14/2018                              |                                                             | S                                       | 42,117                                                              | D<br>\$<br>3.79<br>(3)                                                                                             | 1,631,026                                                            | D                                                                 |

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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 or Number of Shares                              |
| Stock Option (right to buy)                | \$ 2.17 <sup>(1)</sup>                                 | 12/14/2018                           |                                                    | M                              | 150,000                                                                                 | <sup>(4)</sup> 01/06/2019                                | Common Shares 150,000                                         |

## 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

12/17/2018

                     \*\*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\$1.3379=U.S.\$1.00.

The price reported in Column 4 is a weighted average price. These shares were withheld in multiple transactions ranging from C\$5.10 to \$5.11 inclusive. The reporting person undertakes to provide to NOVAGOLD RESOURCES INC., any security holder of NOVAGOLD

(2) 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 footnote. The weighted average price reported above was converted from the Canadian weighted average price of C\$5.11 to USD using an exchange rate of CAD \$1.3379=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 ranging from C\$5.06 to \$5.1123, 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 footnote. The weighted average price reported above was converted from the Canadian weighted average price of C\$5.08 to USD using an exchange rate of CAD \$1.3379=USD \$1.00.

(4) The options vested as follows: 1/3 on 1/7/14; 1/3 on 1/7/15; and 1/3 on 1/7/16.

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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