Lang Gregory A. Form 4 December 18, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Lang Gregory A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NOVAGOLD RESOURCES INC

[NG]

12/17/2018

(Check all applicable)

President and CEO

(Middle)

(Zip)

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

Director Officer (give title below)

10% Owner Other (specify

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

(First)

(City)

(Last)

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

SALT LAKE CITY, UT 84111 (State)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						•	´ •	<b>^</b>	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)			s Acquosed (and 5)	of (D)	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	12/17/2018		M	200,000	A	2.16 (1)	1,831,026	D	
Common Shares	12/17/2018		F	111,972	D	\$ 3.87 (2)	1,719,054	D	
Common Shares	12/17/2018		S	65,039	D	\$ 3.84 (3)	1,654,015	D	

### Edgar Filing: Lang Gregory A. - Form 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 ctionDerivative Securities 8) 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)	\$ 2.16 (1)	12/17/2018		M		200,000	<u>(4)</u>	01/06/2019	Common Shares	200,000

# **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

12/18/2018

\*\*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\$1.3399=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\$5.16 to \$5.20 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\$5.18 to USD using an exchange rate of CAD \$1.3399=USD \$1.00.

(3)

Reporting Owners 2

### Edgar Filing: Lang Gregory A. - Form 4

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from C\$5.12 to \$5.19, 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\$5.15 to USD using an exchange rate of CAD \$1.3399=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. 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.