

NOVAGOLD RESOURCES INC
 Form 3/A
 January 09, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Lang Gregory A.</p> <p>(Last) (First) (Middle)</p> <p>C/O NOVAGOLD RESOURCES INC., Â 201 SOUTH MAIN STREET, SUITE 400</p> <p>(Street)</p> <p>SALT LAKE CITY, Â UT Â 84111</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/01/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NOVAGOLD RESOURCES INC [NG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & CEO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/02/2013</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Shares | 698,444 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Stock Option (right to buy) | Â (2) | 12/06/2016 | Common Shares | 500,000 | \$ 10.12 (3) | D | Â |
| Stock Option (right to buy) | Â (4) | 06/07/2017 | Common Shares | 500,000 | \$ 6.17 (3) | D | Â |
| Stock Option (right to buy) | Â (5) | 12/04/2017 | Common Shares | 660,000 | \$ 4.38 (3) | D | Â |

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 | Â X | Â | Â President & CEO | Â |

Signatures

/s/ Tricia Pannier as attorney-in-fact for Gregory A. Lang 01/09/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Includes 560,000 Performance Share Units, which are subject to performance criteria set by the board of directors of the Issuer. The
- (1) 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 the performance criteria has been met.
 - (2) The options vest as follows: 1/3 immediately; 1/3 on 1/9/2013; 1/3 on 1/9/2014.
 - (3) Expressed in Canadian dollars.
 - (4) The options vest as follows: 166,000 on 6/8/2012; 167,000 on 6/8/2013; 167,000 on 6/8/2014.
 - (5) The options vest as follows: 220,000 on 12/5/2012; 220,000 on 12/5/2013; 220,000 on 12/5/2014.

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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