NOVAGOLD RESOURCES INC

Form 4

September 03, 2014

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

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Walsh Anthony P.

2. Issuer Name and Ticker or Trading Symbol

NOVAGOLD RESOURCES INC

[NG]

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

09/02/2014

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

X_ Director 10% Owner Officer (give title Other (specify

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

SUITE 400

(Street)

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

3.

Α

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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)

Common

Shares

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

09/02/2014

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

(A)

Code V Amount Price (D)

1,108

(1)

(Instr. 3 and 4) 11,604

\$0

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								0			
						Date	Expiration		l Jumber		
						Exercisable	Date	0			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Walsh Anthony P. C/O NOVAGOLD RESOURCES INC. X 201 SOUTH MAIN STREET, SUITE 400 SALT LAKE CITY, UT 84111

Signatures

/s/ Tricia Pannier as attorney-in-fact for Anthony P. Walsh

09/03/2014

**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).

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.

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.

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