

Deisley David  
Form 4  
September 05, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/01/2017

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (A) 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 Ownership (Instr. 4) |                          |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------------|---------|---|--|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                                 | Price                    |         |   |  |
| Common Shares                   | 09/01/2017                           |  | M                              |   | 100,000   | A  |  | \$<br>3.71<br><u>(1)</u> | 813,521 | D |  |
| Common Shares                   | 09/01/2017                           |  | F                              |   | 84,871  | D  |  | \$<br>4.37<br><u>(2)</u> | 728,650 | D |  |
| Common Shares                   | 09/01/2017                           |  | S                              |   | 15,129  | D  |  | \$<br>4.37<br><u>(3)</u> | 713,521 | 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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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 Number of Shares |
| Stock Option (Right to Buy)                | \$ 3.71 <sup>(1)</sup>                                 | 09/01/2017                           |  | M                              | 100,000   | 09/04/2012 09/03/2017                                    | Common Shares   | 100,000 |                         |

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Deisley David<br>C/O NOVAGOLD RESOURCES INC.<br>201 SOUTH MAIN STREET, SUITE 400<br>SALT LAKE CITY, UT 84111 |               |           | Exec. VP & General Counsel |       |

**Signatures**

/s/ Tricia Pannier as attorney-in-fact for David Deisley 09/01/2017

\*\*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\$4.60 using an exchange rate of CAD\$1.2390=U.S.\$1.00.
- (2) The price reported above was converted from the Canadian price of C\$5.42 using an exchange rate of CAD\$1.2390=U.S.\$1.00.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from C\$5.40 to C\$5.415, inclusive. The reporting person undertakes to provide to NOVAGOLD RESOURCES INC, any security holder of
- (3) 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 sale price reported above was converted from the Canadian weighted average sale price of C\$5.41 to USD using an exchange rate of C\$1.2390=US\$1.00.

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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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