

NOVAGOLD RESOURCES INC

Form 40-F/A

April 16, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 1**

**to**

**FORM 40-F**

**Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934**

**or**

**Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934**

**For the fiscal year ended November 30, 2006**

**Commission File Number 001-31913**

**NOVAGOLD RESOURCES INC.**

(Exact name of registrant as specified in its charter)

**Nova Scotia**

**1041**

**Not Applicable**

(Province or Other Jurisdiction of  
Incorporation or Organization)

(Primary Standard Industrial  
Classification Code)

(I.R.S. Employer Identification No.)

**Suite 2300, 200 Granville Street  
Vancouver, British Columbia  
Canada, V6C 1S4  
(604) 669-6227**

(Address and telephone number of registrant's principal executive offices)

**DL Services, Inc.**

**1420 Fifth Avenue, Suite 3400  
Seattle, Washington 98101  
(206) 903-8800**

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:

Name of Each Exchange On Which Registered:

**Common Shares, no par value**

**American Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form

Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. **91,573,715**

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If **Yes** is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.  Yes  No



**Explanatory Notes:** NovaGold Resources Inc. (the Registrant ) is a Canadian issuer that is permitted, under multijurisdictional disclosure system adopted in the United States, to prepare its Annual Report pursuant to Section 13 of the Securities Exchange Act of 1934 (the 1934 Act ) in accordance with disclosure requirements in effect in Canada which differ from those of the United States. The Registrant is a foreign private issuer as defined in Rule 3b-4 under the 1934 Act and in Rule 405 under the Securities Act of 1933. Equity securities of the Registrant are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the 1934 Act pursuant to Rule 3a12-3.

The Registrant is filing this Amendment No. 1 to its Annual Report on Form 40-F for the year ended November 30, 2006 ( Original Filing ), solely for the purposes of adding Exhibits 19 through 23, which were not included with the Original Filing and replacing Exhibits 17 and 18 with corrected consents. This Amendment does not amend or restate any information contained in the Original Filing and does not purport to update any recent events or developments to the date of the Original Filing.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report on Form 40-F to be signed on its behalf by the undersigned, thereunto duly authorized.

**NOVAGOLD RESOURCES INC.**

*/s/ Robert J. MacDonald*

R.J. (Don) MacDonald

Senior Vice President and Chief Financial  
Officer

Date: April 12, 2007

**EXHIBIT INDEX**

The following exhibits have been filed as part of the Annual Report on Form 40-F:

Exhibit      Description

**Annual Information**

- 1\*            Annual Information Form for the fiscal year ended November 30, 2006
- 2\*            Audited consolidated financial statements and the notes thereto for the years ended November 30, 2006, 2005 and 2004, together with the report of the auditors thereon
- 3\*            Management's Discussion and Analysis

**Certifications**

- 4            Certifications by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 5            Certifications by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 6\*           Certificate of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 7\*           Certificate of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**Consents**

- 8\*           Consent of PricewaterhouseCoopers LLP
- 9\*           Consent of Hatch Ltd.
- 10\*          Consent of Norwest Corporation
- 11\*          Consent of Kevin Francis
- 12\*          Consent of Stanton Dodd
- 13\*          Consent of Gordon Doerksen
- 14\*          Consent of Robert Sim
- 15\*          Consent of Bruce Rustad
- 16\*          Consent of Bruce Davis
- 17            Consent of AMEC Americas Limited

- 18 Consent of Lynton Gormely
  - 19 Consent of Harry Parker
  - 20 Consent of AMEC Engineering and Construction Services Inc.
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| Exhibit | Description                         |
|---------|-------------------------------------|
| 21      | Consent of SRK Consulting (US) Inc. |
| 22      | Consent of Mike Lechner             |
| 23      | Consent of Resource Modeling Inc.   |

\* Previously filed.