

Deisley David
Form 4
December 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP & General Counsel

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2017

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | 12/01/2017 | | M | V 100,000 | (A) or (D) Price \$ 3.44 <u>(1)</u> | 815,062 | D |
| Common Shares | 12/01/2017 | | F | V 88,664 | (A) or (D) Price \$ 3.88 <u>(2)</u> | 726,398 | D |
| Common Shares | 12/01/2017 | | S | V 11,336 | (A) or (D) Price \$ 3.86 <u>(3)</u> | 715,062 | D |

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| | | | | | | | |
|---------------|------------|---|--------|---|-------------------|---------|---|
| Common Shares | 12/04/2017 | M | 50,000 | A | \$ 3.45 (4) | 765,062 | D |
| Common Shares | 12/04/2017 | F | 44,694 | D | \$ 3.86 (5) | 720,368 | D |
| Common Shares | 12/04/2017 | S | 5,306 | D | \$ 3.86 (6) | 715,062 | D |

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

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(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 of Number of Shares |
| Stock Option (Right to Buy) | \$ 3.44 (1) | 12/01/2017 | | M | 100,000 | 12/05/2012 | 12/04/2017 | Common Shares | 100,000 |
| Stock Option (Right to Buy) | \$ 3.45 (4) | 12/04/2017 | | M | 50,000 | 12/05/2012 | 12/04/2017 | Common Shares | 50,000 |

Reporting Owners

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

Signatures

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

12/05/2017

__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\$4.38 using an exchange rate of CAD\$1.2729=U.S.\$1.00.

(2) The price reported in Column 4 above was converted from the Canadian price of C\$4.94 to USD using an exchange rate of C\$1.2729=US\$1.00.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from C\$4.91 to C\$4.9161, 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 Form 4. The Canadian weighted average price of C\$4.91 was converted to USD using an exchange rate of C\$1.2729=US\$1.00

(4) The exercise price reported above was converted from the Canadian exercise price of \$4.38 using an exchange rate of CAD\$1.2695=U.S.\$1.00.

(5) The price reported in Column 4 above was converted from the Canadian price of C\$4.90 to USD using an exchange rate of C\$1.2695=US\$1.00.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from C\$4.89 to C\$4.90, inclusive. The reporting person undertakes to provide to NOVAGOLD RESOURCES INC., any security holder of
(6) 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 Form 4. The Canadian weighted average price of C\$4.90 was converted to USD using an exchange rate of C\$1.2695=US\$1.00.

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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