

Ottewell David A.
Form 4
March 08, 2019

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 *
Ottewell David A.

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)
Vice President & CFO

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2019

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)
X 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. 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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Shares	03/07/2019		M	46,400 A 2.37	604,940	D	
					\$ <u>(1)</u>		
Common Shares	03/07/2019		F	27,684 D 3.97	577,256	D	
					\$ <u>(2)</u>		
Common Shares	03/07/2019		S	18,716 D 3.97	558,540	D	
					\$ <u>(2)</u>		

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

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

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Includes one row for Stock Option (right to buy) with price \$ 2.37 (1), date 03/07/2019, and 46,400 shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Entry for Ottewell David A., C/O NOVAGOLD RESOURCES INC., 201 SOUTH MAIN STREET, SUITE 400, SALT LAKE CITY, UT 84111, with relationships Director, 10% Owner, Officer, and Other.

Signatures

/s/ Tricia Pannier as attorney-in-fact for David A. Ottewell 03/08/2019

**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\$3.18 using an exchange rate of CAD\$1.3438=US\$1.00.
(2) The price reported in Column 4 was converted from the Canadian price of C\$5.33 to USD using an exchange rate of CAD\$1.3438=US\$1.00.
(3) The options vested as follows: 1/3 on 12/1/14; 1/3 on 12/1/15; and 1/3 on 12/1/16.

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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