

Ottewell David A.
Form 4
December 03, 2018

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
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
Vice President & CFO

(Last) (First) (Middle)
C/O NOVAGOLD RESOURCES INC., 201 SOUTH MAIN STREET, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2018

(Street)
SALT LAKE CITY, UT 84111

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

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 or Price				
Common Shares	12/03/2018		M		106,846 (1)	A	\$ 0	604,062	D
Common Shares	12/03/2018		F		47,387	D	\$ 3.67	556,675	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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 3.67	12/01/2018		A		334,600		<u>(2)</u>	11/30/2023	Common Shares
Performance Share Units ("PSUs")	\$ 0	12/01/2018		A	V	134,000		<u>(3)</u>	<u>(3)</u>	Common Shares
Performance Share Units ("PSUs")	\$ 0	12/03/2018		M		106,846	<u>(1)</u>	<u>(1)</u>	<u>(1)</u>	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ottewell David A. C/O NOVAGOLD RESOURCES INC. 201 SOUTH MAIN STREET, SUITE 400 SALT LAKE CITY, UT 84111			Vice President & CFO	

Signatures

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

12/03/2018

__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 December 1, 2016 grant totaling 130,300 Performance Share Units (PSUs), which were subject to performance criteria set by the board of directors of the Issuer, was previously voluntarily reported on Form 4. On December 3, 2018, the performance criteria were deemed to have been met with respect to the grant at 82% of the original grant amount, decreasing the award to a total of 106,846 common shares.
- (2) The options vest as follows: 1/3 on 12/1/2019; 1/3 on 12/1/2020; and 1/3 on 12/1/2021.
- (3) Represents a grant of Performance Share Units ("PSUs") made pursuant to the Issuer's 2009 Performance Share Unit Plan, as amended ("PSU Plan") which are subject to performance criteria set by the board of directors of the Issuer. The PSUs may convert into common shares of the Issuer or the cash value thereof anywhere between 0% and 150% of the PSU grant amount depending upon actual performance against the performance criteria. The anticipated vesting date is December 1, 2021. The common shares underlying vested PSUs or the cash value thereof, as determined by the Issuer, will be paid to the reporting person, net of applicable tax at the option of the Issuer, as soon as practicable following the vesting date. The reporting person shall not have any voting or dispositive rights with respect to the underlying common shares of the PSUs until the performance criteria has been met and, at the option of the Issuer, the underlying

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common shares have been issued to the reporting person.

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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