

Lang Gregory A.  
Form 4  
November 13, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lang Gregory A.

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President and CEO

(Street)  
SALT LAKE CITY, UT 84111

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Shares                      | 11/09/2017                              |                                                             | M                                    |                                                                     | 100,000                                                                                                            | A                                                                    | \$<br>3.45<br>(1)                                                 |
| Common<br>Shares                      | 11/09/2017                              |                                                             | F                                    |                                                                     | 84,070                                                                                                             | D                                                                    | \$ 4.1<br>(2)                                                     |
| Common<br>Shares                      | 11/09/2017                              |                                                             | S                                    |                                                                     | 722                                                                                                                | D                                                                    | \$ 4.1<br>(3)                                                     |
| Common<br>Shares                      | 11/09/2017                              |                                                             | S                                    |                                                                     | 7,300                                                                                                              | D                                                                    | \$<br>4.09                                                        |

(4)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount of<br>Number of<br>Shares                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 3.45 <sup>(1)</sup>                                             | 11/09/2017                              |                                                             | M                                    | 100,000                                                                                                   | 12/05/2012 12/04/2017                                          | Common<br>Shares 100,000                                            |

## Reporting Owners

| Reporting Owner Name / Address                                                                                 | Relationships                    |
|----------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                | Director 10% Owner Officer Other |
| Lang Gregory A.<br>C/O NOVAGOLD RESOURCES INC.<br>201 SOUTH MAIN STREET, SUITE 400<br>SALT LAKE CITY, UT 84111 | President and CEO                |

## Signatures

/s/ Tricia Pannier as attorney-in-fact for Gregory A.  
Lang 11/13/2017

\*\*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\$1.2692=U.S.\$1.00.
- (2) The price reported in Column 4 above was converted from the Canadian price of C\$5.21 to USD using an exchange rate of C\$1.2692=US\$1.00.
- (3)

## Edgar Filing: Lang Gregory A. - Form 4

The price reported in Column 4 above was converted from the Canadian price of C\$5.20 to USD using an exchange rate of C\$1.2692=US\$1.00.

(4) The price reported in Column 4 was converted from the Canadian price of C\$5.19 to USD using an exchange rate of C\$1.2692=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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.