

Ottewell David A.
Form 4
December 01, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

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

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

(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

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

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

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| 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 |
| Common Shares | \$ 3.85 | 12/01/2017 | | A | | (1) | 11/30/2022 | Common Shares | 349,400 |
| Common Shares | \$ 0 | 12/01/2017 | | A | | (2) | (2) | Common Shares | 61,700 (2) |
| Common Shares | \$ 0 | 12/01/2017 | | A | | (3) | (3) | Common Shares | 61,700 (3) |

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

12/01/2017

**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 options vest as follows: 1/3 on 12/1/2018; 1/3 on 12/1/2019; and 1/3 on 12/1/2020.

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, 2019. 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 common shares have been issued to the reporting person.

(2) 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, 2019. 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 common shares have been issued to the reporting person.

(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, 2020. 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 common shares have been issued to the reporting person.

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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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