

NOVAGOLD RESOURCES INC
 Form 4/A
 March 15, 2016

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 *
 Leathley Gillyeard J.

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/17/2015

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/17/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------|---------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 09/17/2015 | | M | | 130,050 | A | | \$ 4.38 <u>(1)</u> | 225,126 | D | |
| Common Shares | 09/17/2015 | | S | | 12,116 | D | | \$ 4.76 <u>(1) (2)</u> | 213,010 | D | |
| Common Shares | 09/17/2015 | | F | | 117,934 | D | | \$ 4.83 <u>(1)</u> | 95,076 | D | |

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| | | | | | | | |
|---------------|------------|---|--------|---|------------------------------|---------|---|
| Common Shares | 09/17/2015 | M | 96,400 | A | \$ 3.18 <u>(1)</u> | 191,476 | D |
| Common Shares | 09/17/2015 | S | 32,931 | D | \$ 4.76 <u>(1) (2)</u> | 158,545 | D |
| Common Shares | 09/17/2015 | F | 63,469 | D | \$ 4.83 <u>(1)</u> | 95,076 | D |

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 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) | \$ 3.18 <u>(1)</u> | 09/17/2015 | 09/17/2015 | M | 96,400 | 12/01/2014 11/30/2019 | Common Shares 96,400 |
| Stock Option (right to buy) | \$ 4.38 <u>(1)</u> | 09/17/2015 | 09/17/2015 | M | 130,050 | 12/05/2012 12/04/2017 | Common Shares 130,050 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Leathley Gillyeard J.
C/O NOVAGOLD RESOURCES INC.
201 SOUTH MAIN STREET, SUITE 400
SALT LAKE CITY, UT 84111

Signatures

/s/ Tricia Pannier as attorney-in-fact for Gillyeard J.
Leathley

03/15/2016

__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) Expressed in Canadian Dollars.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.76 to \$4.79, inclusive. The reporting person undertakes to provide to NOVAGOLD RESOURCES INC, any security holder of 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 footnote.

(2) 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.