

Deisley David  
Form 4  
December 01, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Deisley David

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)  
12/01/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec. VP & General Counsel

(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<br>Acquired (A) or<br>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 Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>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                                                 | Expiration<br>Date | Title            | Amount of<br>Number of<br>Shares |
| Common<br>Shares                                    | \$ 3.85                                                               | 12/01/2017                              |                                                             | A                                       |                                                                                                           | 326,600                                                        |     | <u>(1)</u>                                                          | 11/30/2022         | Common<br>Shares | 326,600                          |
| Common<br>Shares                                    | \$ 0                                                                  | 12/01/2017                              |                                                             | A                                       |                                                                                                           | 57,700                                                         |     | <u>(2)</u>                                                          | <u>(2)</u>         | Common<br>Shares | 57,700<br><u>(2)</u>             |
| Common<br>Shares                                    | \$ 0                                                                  | 12/01/2017                              |                                                             | A                                       |                                                                                                           | 57,700                                                         |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Shares | 57,700<br><u>(3)</u>             |

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director    10% Owner    Officer    Other

Deisley David  
C/O NOVAGOLD RESOURCES INC.  
201 SOUTH MAIN STREET, SUITE 400  
SALT LAKE CITY, UT 84111

Exec. VP & General Counsel

## Signatures

/s/ Tricia Pannier as attorney-in-fact for David  
Deisley

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.

(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

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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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