

Ottewell David A.
Form 4
October 12, 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 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)
10/11/2018

(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

(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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Shares	10/11/2018		M		263,650	A 2.22 (1)	760,866 D
Common Shares	10/11/2018		F		143,190	D \$ 4.1 (2)	617,676 D
Common Shares	10/11/2018		S		120,460	D \$ 4.1 (3)	497,216 D

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

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shares sold at each separate price within the ranges set forth in this footnote. The weighted average price reported above was converted from the Canadian weighted average price of C\$5.34 to USD using an exchange rate of C\$1.3038=US\$1.00.

(4) The options vested as follows: 1/3 on 1/7/14; 1/3 on 1/7/15; and 1/3 on 1/7/16.

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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