

NOVAGOLD RESOURCES INC

Form 4

April 08, 2016

# 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 \*  
PAULSON & CO. INC.

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)  
1251 AVENUE OF THE AMERICAS  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/06/2016

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

NEW YORK, NY 10020

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  | (A) or (D)   | Price                                      |            |                                 |                               |
| Common Shares, no par value <sup>(1)</sup> <sub>(2)</sub> | 04/06/2016                           |  | S                              |   | 150,000   | D  | \$ 5.34                                    | 35,366,057 | I <sup>(1)</sup> <sub>(2)</sub> | By Managed Funds and Accounts |
| Common Shares, no par value <sup>(1)</sup> <sub>(2)</sub> | 04/06/2016                           |  | S                              |   | 1,633,500   | D  | \$ 5.3304                                  | 33,732,557 | I <sup>(1)</sup> <sub>(2)</sub> | By Managed Funds and Accounts |
|   | 04/07/2016                           |  | S                              |   | 200,000   | D  | \$ 5.465                                   | 33,532,557 | I <sup>(1)</sup> <sub>(2)</sub> |                               |

|  |            |   |         |   |           |            |                         |  |                               |
|--|------------|---|---------|---|-----------|------------|-------------------------|--|-------------------------------|
| Common Shares, no par value <u>(1)</u><br><u>(2)</u> |            |   |         |   |           |            |                         |  | By Managed Funds and Accounts |
| Common Shares, no par value <u>(1)</u><br><u>(2)</u> | 04/07/2016 | S | 230,000 | D | \$ 5.4811 | 33,302,557 | I <u>(1)</u> <u>(2)</u> |  | By Managed Funds and Accounts |
| Common Shares, no par value <u>(1)</u><br><u>(2)</u> | 04/08/2016 | S | 350,043 | D | \$ 5.7529 | 32,952,514 | I <u>(1)</u> <u>(2)</u> |  | By Managed Funds and Accounts |

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.**

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PAULSON & CO. INC.<br>1251 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10020 |               | X         |         |       |

## Signatures

/s/ Stuart L. Merzer, General Counsel & Chief Compliance  
Officer

04/08/2016

\_\_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) Paulson & Co. Inc. ("Paulson") is an investment advisor registered under the Investment Advisors Act of 1940. Paulson is the investment manager of investment funds (the "Funds") and certain separately managed accounts (the "Separately Managed Accounts"). John Paulson is the controlling person of Paulson. All securities reported on this Form 4 are owned by the Funds or held in the Separately Managed Accounts.

(2) Each of Paulson and John Paulson may be deemed to indirectly beneficially own the securities directly owned by the Funds or held in the Separately Managed Accounts. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Act"), the filing of this Form 4 shall not be deemed an admission by any person reporting on this Form 4 that such person, for purposes of Section 16 of the Act or otherwise, is the beneficial owner of any equity securities covered by this Form 4.

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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