

NOVAGOLD RESOURCES INC
Form 40-F/A
February 13, 2013

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

FORM 40-F/A

Amendment No. 1

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended November 30, 2012

Commission File Number 001-31913

NOVAGOLD RESOURCES INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| Nova Scotia (Province or Other Jurisdiction of Incorporation or Organization) | 1041 (Primary Standard Industrial Classification Code) | Not Applicable (I.R.S. Employer Identification No.) |
|--|---|---|

Suite 2300, 200 Granville Street
Vancouver, British Columbia
Canada, V6C 1S4
(604) 669-6227
(Address and telephone number of registrant's principal executive offices)

DL Services, Inc.
701 Fifth Avenue, Suite 6100
Seattle, Washington 98104
(206) 903-8800

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(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class: | Name of Each Exchange On Which Registered: |
|-----------------------------|--|
| Common Shares, no par value | NYSE MKT LLC |

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 239,984,562

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes No

EXPLANATORY NOTE

This Amendment No. 1 on Form 40-F/A (“Amendment No. 1”) to the Annual Report on Form 40-F (the “Original Form 40-F”) of NovaGold Resources Inc. (the “Registrant”) for the fiscal year ended November 30, 2012 originally filed with the Securities and Exchange Commission (the “SEC”) on February 12, 2013, is being filed to include a revised version of the Registrant’s management’s discussion and analysis (“MD&A”) from the version previously attached as Exhibit 3 to the Original Form 40-F.

The Registrant has included in this Amendment No. 1 new certifications of its Chief Executive Officer and Chief Financial Officer pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, and a new consent from PricewaterhouseCoopers LLP in respect of the independent auditor’s report.

Except as set forth above, this Amendment No. 1 does not modify or update the disclosures in the Original Form 40-F. The disclosures in this Amendment No. 1 do not reflect events occurring after the date of the Original Form 40-F. Accordingly, this Amendment No. 1 should be read in conjunction with the Registrant’s other filings made with the SEC subsequent to the filing of the Original Form 40-F, as information in such filings may update or supersede certain information contained in those filings as well as in this Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report on Form 40-F to be signed on its behalf by the undersigned, thereunto duly authorized.

NOVAGOLD RESOURCES INC.

/s/ David A. Ottewell
David A. Ottewell
Chief Financial Officer and Vice President

Date: February 12, 2013

EXHIBIT INDEX

The following exhibits have been filed as part of the Annual Report on Form 40-F:

| Exhibit | Description |
|--------------------|---|
| Annual Information | |
| 1 | Annual Information Form for the fiscal year ended November 30, 2012* |
| 2 | Audited consolidated financial statements and the notes thereto as at November 30, 2012, November 30, 2011 and December 1, 2010 and for the years ended November 30, 2012 and 2011, together with the report of the auditors thereon* |
| 3 | Management's Discussion and Analysis |
| Certifications | |
| 4 | Certifications by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 5 | Certifications by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 6 | Certificate of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 7 | Certificate of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

Consents

8 Consent of PricewaterhouseCoopers LLP

9 Consent of Robert Gill*

10 Consent of Kirk Hanson*

11 Consent of Greg Kulla*

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12 Consent of Tony Lipiec*

13 Consent of Jay Melynk*

14 Consent of Dana Rogers*

15 Consent of Gordon Seibel*

16 Consent of Gregory Wortman*

17 Consent of AMEC*

18 Consent of Heather White*

Miscellaneous

95 Mine Safety Information*

* Previously filed with the Original Form 40-F