

NOVAGOLD RESOURCES INC  
Form S-8  
January 10, 2011

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As filed with the Securities and Exchange Commission on January 10, 2011

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**NovaGold Resources Inc.**

(Exact name of Registrant as specified in its charter)

**Nova Scotia, Canada**

(State or other jurisdiction of Incorporation or  
organization)

**Not Applicable**

(I.R.S. Employer Identification No.)

**Suite 2300, 200 Granville Street  
Vancouver, British Columbia  
Canada V6C 1S4  
(604) 669-6227**

Address of Principal Executive Offices

**2004 Stock Award Plan of NovaGold Resources Inc. (as amended)  
Employee Share Purchase Plan  
(Full titles of the plans)**

**DL Services, Inc.  
701 Fifth Avenue, Suite 6100  
Seattle, Washington 98104**  
(Name and address of agent for service)  
**(206) 903-8800**

(Telephone number, including area code, of agent for service)

With a copy to  
**Christopher J. Barry  
Kimberley R. Anderson  
Dorsey & Whitney LLP  
701 Fifth Avenue, Suite 6100  
Seattle, WA 98104  
(206) 903-8800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer    
 Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer    
 Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(2)</sup></b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Shares, no par value <sup>(3)</sup>	7,101,595	US\$13.34	US\$94,735,277.00	US\$10,998.77
Common Shares, no par value <sup>(4)</sup>	168,811	US\$13.34	US\$2,251,938.70	US\$261.45
<b>Total</b>	<b>7,270,406</b>			<b>US\$11,260.22</b>

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also covers any additional securities that may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions in accordance with the provisions of the Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the plan.
  - (2) The proposed maximum offering price per share and the registration fee were calculated in accordance with rule 457(c) and (h) based on the average high and low prices for the Registrant's common shares on January 4, 2011, as quoted on NYSE Amex, which was US\$13.34 per share.
  - (3) Common Shares, without par value, issuable pursuant to the Company's 2004 Stock Award Plan.
  - (4) Common Shares, without par value, issuable pursuant to the Company's Employee Share Purchase Plan.
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This registration statement on Form S-8 registers the offer and sale of common shares of NovaGold Resources Inc. (the Registrant) pursuant to the exercise of awards granted under 2004 Stock Award Plan of NovaGold Resources Inc. adopted May 11, 2004, as amended April 25, 2005, March 10, 2006, May 31, 2007, and March 10, 2009; and to be issued under the Registrant's Employee Share Purchase Plan.

## **PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

### **Item 3. Incorporation of Documents by Reference.**

The documents listed in (a) through (d) below are incorporated by reference in this registration statement.

- (a) The Registrant's Annual Report on Form 40-F filed with the Securities and Exchange Commission on February 17, 2010;
- (b) The Registrant's current reports on Form 6-K filed with the Securities and Exchange Commission on April 13, 2010, July 13, 2010 and October 14, 2010; and
- (c) The Registrant's Registration Statement on Form 40-F filed with the Securities and Exchange Commission on October 29, 2003 and its amendments on Form 8-A filed with the Securities and Exchange Commission on December 1, 2003, May 5, 2005 and December 15, 2006.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

### **Item 4. Description of Securities.**

Not applicable

### **Item 5. Interests of Named Experts and Counsel.**

None

### **Item 6. Indemnification of Directors and Officers.**

The Company is subject to the provisions of the *Companies Act* (Nova Scotia). Section 197 of the Company's Articles of Association provides that every Director, Manager, Secretary, Treasurer and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay, all costs, losses and expenses that any such Director, Manager, Secretary, Treasurer or other officer or servant may incur or become liable to pay by reason of any contract entered into, or act or thing done by him as such officer or servant or in any way in the discharge of his duties including travelling expenses; and the amount for which such indemnity is proved shall immediately attach as a lien on the property of the Company and have priority as against the members over all other claims.

Section 198 of the Company's Articles of Association provides that no Director or other officer of the Company shall, in the absence of any dishonesty on his part, be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or through the insufficiency or deficiency of any security in or upon which any of the moneys of the Company are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects are deposited, or for any loss occasioned by error of judgment or

oversight on his part, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of his office or in relation thereto.

The Registrant maintains Directors and Officers Liability Insurance for its Directors.

**Item 7. Exemption from Registration Claimed.**

Not Applicable

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	Memorandum and Articles of Association (incorporated by reference Exhibit 1 to the Registration Statement on Form 8-A, File No. 001-31913)
4.2	2004 Stock Award Plan of NovaGold Resources Inc. (as amended) (incorporated by reference to Appendix A of Exhibit 99.2 of the Registrant's report on Form 6-K as filed on April 29, 2009)
<u>4.3</u>	<u>Employee Share Purchase Plan</u>
<u>5.1</u>	<u>Opinion and Consent of McInnes Cooper</u>
<u>23.1</u>	<u>Consent of McInnes Cooper (included in Exhibit 5.1)</u>
<u>23.2</u>	<u>Consent of PricewaterhouseCoopers LLP</u>
24.1	Power of Attorney (included in signature page)

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) to include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

- (2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

- (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.



**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Province of British Columbia, Canada, on this 7th day of January, 2010.

**NOVAGOLD RESOURCES INC.**

By: /s/ Elaine Sanders  
 Name: Elaine Sanders  
 Title: Vice President, Corporate Secretary and  
 Interim Chief Financial Officer

**POWERS OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS,** that each person whose signature appears below hereby constitutes and appoints Rick Van Nieuwenhuysse and Elaine Sanders, or either of them as the undersigned's true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto, and other documents in connection therewith to this registration statement and any related registration statements necessary to register additional securities and to file the same with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact and agent, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Rick Van Nieuwenhuysse Rick Van Nieuwenhuysse	President, Chief Executive Officer and Director (Principal Executive Officer)	January 7, 2011
/s/ Elaine Sanders Elaine Sanders	Vice-President, Corporate Secretary, Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 7, 2011
/s/ Marc Faber Marc Faber	Director	January 7, 2011
/s/ Tony Giardini Tony Giardini	Director	January 7, 2011

/s/ Igor Levental  
Igor Levental

Director

January 7, 2011

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Gerald J. McConnell Gerald J. McConnell	Director	January 7, 2011
/s/ Kalidas V. Madhavpeddi Kalidas V. Madhavpeddi	Director	January 7, 2011
/s/ Clynton R. Nauman Clynton R. Nauman	Director and Authorized US Representative	January 7, 2011
/s/ James L. Philip James L. Philip	Director	January 7, 2011

**EXHIBIT INDEX**

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