

NOVAGOLD RESOURCES INC  
Form 8-K  
June 11, 2014

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

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: June 5, 2014 (Date of earliest event reported)

NOVAGOLD RESOURCES INC.  
(Exact Name of Registrant as Specified in Its Charter)

|  |                                       |  |
|--|---------------------------------------|--|
| British Columbia<br>(State of Incorporation) | 001-31913<br>(Commission File Number) | N/A<br>(I.R.S. Employer<br>Identification) |
|--|---------------------------------------|--|

Suite 720, 789 West Pender Street, Vancouver, British Columbia, Canada V6C 1H2  
(Address of principal executive offices) (Zip Code)

(604) 669-6227  
(Registrant's Telephone Number, Including Area Code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))



Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02 Compensatory Arrangements of Certain Officers.

The information set forth below under Item 5.07 regarding the approval of the Amendment and Restatement of the Company's Stock Award Plan, the Amendment and Restatement of the Company's Performance Share Unit Plan, and the Amendment and Restatement of the Company's Deferred Share Unit Plan (collectively, the "Plans") are incorporated herein by reference. Summaries of the Plans were provided in the Company's definitive proxy statement (the "Proxy Statement") on Schedule 14A filed with the Securities and Exchange Commission on April 11, 2014. These summaries are incorporated herein by reference to the Proxy Statement and qualified in its entirety by reference to the full text of the Plans and related form of agreements, copies of which are attached as appendices to the Proxy Statement.

Item Submission of Matters to a Vote of Security Holders.  
5.07

On June 5, 2014, NOVAGOLD RESOURCES INC. (the "Company") held its 2014 Annual and Special Meeting of shareholders (the "Annual Meeting") at The Metropolitan Hotel in Vancouver, British Columbia, Canada. At the Annual Meeting, the Company's shareholders approved each of the following proposals set forth in the Company's Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 11, 2014 (the "2014 Proxy Statement"):

Proposal 1:

The Company's shareholders elected the following directors to hold office until the 2015 Annual Meeting:

| Name                  | Votes For   | Withheld/Abstain | Broker Non-Votes |
|-----------------------|-------------|------------------|------------------|
| Sharon Dowdall        | 184,451,829 | 1,151,774        | 70,740,996       |
| Dr. Marc Faber        | 184,272,679 | 1,330,924        | 70,740,996       |
| Dr. Thomas Kaplan     | 183,155,168 | 2,448,435        | 70,740,996       |
| Gregory Lang          | 184,088,298 | 1,515,305        | 70,740,996       |
| Gillyeard Leathley    | 178,920,626 | 6,682,977        | 70,740,996       |
| Igor Levental         | 184,251,487 | 1,352,116        | 70,740,996       |
| Kalidas Madhavpeddi   | 184,273,254 | 1,330,349        | 70,740,996       |
| Gerald McConnell      | 174,088,413 | 11,515,189       | 70,740,997       |
| Clynton Nauman        | 184,310,003 | 1,293,600        | 70,740,996       |
| Rick Van Nieuwenhuyse | 170,452,779 | 15,150,823       | 70,740,997       |
| Anthony Walsh         | 180,226,510 | 5,377,093        | 70,740,996       |

Proposal 2:

The Company's shareholders ratified the appointment of PricewaterhouseCoopers LLP as Auditors of the Company for the ensuing year and authorized the Company's Board of Directors (the "Directors") to fix their remuneration, as set forth below:

| Votes For   | Withheld/Abstain | Broker Non-Votes |
|-------------|------------------|------------------|
| 253,937,116 | 2,147,945        | 256,564          |



## Proposal 3:

The Company's shareholders approved the Amendment and Restatement of the Company's Stock Award Plan, and approved all unallocated entitlements under the Stock Award Plan, as set forth below:

| Votes For   | Votes Against | Broker Non-Votes |
|-------------|---------------|------------------|
| 170,223,272 | 15,357,380    | 70,763,947       |

## Proposal 4:

The Company's shareholders approved the Amendment and Restatement of the Company's Performance Share Unit Plan, and approved all unallocated entitlements under the Performance Share Unit Plan, as set forth below:

| Votes For   | Votes Against | Broker Non-Votes |
|-------------|---------------|------------------|
| 172,330,686 | 13,252,170    | 70,761,743       |

## Proposal 5:

The Company's shareholders approved the Amendment and Restatement of the Company's Deferred Share Unit Plan, approved all unallocated entitlements under the Deferred Share Unit Plan, and ratified all prior issuances of Deferred Share Units under the Deferred Share Unit Plan, as set forth below:

| Votes For   | Votes Against | Broker Non-Votes |
|-------------|---------------|------------------|
| 181,054,749 | 4,512,919     | 70,773,957       |

## Proposal 6:

The Company's shareholders voted to approve a non-binding resolution approving the compensation of the Company's Named Executive Officers as set forth below:

| Votes For   | Votes Against | Broker Non-Votes |
|-------------|---------------|------------------|
| 177,200,537 | 8,363,732     | 70,777,356       |

## Proposal 7:

The Company's shareholders voted to approve a non-binding resolution on the frequency of holding a non-binding vote on the compensation of the Company's Named Executive Officers on an annual basis, as set forth below:

| 1 Year      | 2 Years | 3 Years   | Abstain | Broker Non-Votes |
|-------------|---------|-----------|---------|------------------|
| 180,025,067 | 699,951 | 3,890,124 | 985,486 | 70,740,997       |

It was approved by the Company's Board of Directors that NOVAGOLD will hold a non-binding vote on the compensation of the Company's Named Executive Officers on an annual basis.

## Item 9.01 Financial Statements and Exhibits

## (d) Exhibits

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The following Exhibits relating to item 5.07 are intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

| Exhibit Number | Description  |
|----------------|--|
| <u>99.1</u>    | Press release, dated June 11, 2014 issued by NOVAGOLD RESOURCES INC. relating to voting results from annual shareholders meeting |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 11, 2014

NOVAGOLD RESOURCES INC.

By: /s/ David Ottewell

David Ottewell  
Vice President and Chief Financial Officer

EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| <u>99.1</u>       | Press release, dated June 11, 2014 issued by NOVAGOLD RESOURCES INC. relating to voting results from annual shareholders meeting |