

NOVAGOLD RESOURCES INC
Form 8-K
May 07, 2018

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: May 4, 2018 (Date of earliest event reported)

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

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

201 South Main Street, Suite 400, Salt Lake City, Utah 84111
(Address of principal executive offices) (Zip Code)

(801) 639-0511
(Registrant's Telephone Number, Including Area Code)

N/A

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 4, 2018, NOVAGOLD RESOURCES INC. (the “Company”) held its 2018 Annual General Meeting of Shareholders (the “Annual Meeting”) at the Vancouver Hyatt Regency 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 March 22, 2018:

Proposal 1:

The Company’s shareholders approved setting the number of Directors at ten.

Votes For Votes Against Broker Non-Votes

262,137,059 2,768,768 1

Proposal 2:

The Company’s shareholders elected the following directors to hold office until the next annual meeting of shareholders or until a successor is elected or appointed:

| <u>Name</u> | <u>Votes For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|-----------------------|-------------------------|------------------------|--------------------------------|
| Sharon Dowdall | 200,376,073 | 1,942,345 | 62,603,536 |
| Dr. Diane Garrett | 189,110,453 | 13,207,966 | 62,603,535 |
| Dr. Thomas Kaplan | 199,283,498 | 3,034,921 | 62,603,535 |
| Gregory Lang | 201,438,722 | 879,696 | 62,603,536 |
| Gillyeard Leathley | 200,646,018 | 1,672,401 | 62,603,535 |
| Igor Levental | 199,574,339 | 2,744,080 | 62,603,535 |
| Kalidas Madhavpeddi | 200,357,419 | 1,960,999 | 62,603,536 |
| Clynton Nauman | 199,405,945 | 2,912,474 | 62,603,535 |
| Rick Van Nieuwenhuyse | 172,210,002 | 30,108,417 | 62,603,535 |
| Anthony Walsh | 200,673,698 | 1,644,721 | 62,603,535 |

Proposal 3:

The Company’s shareholders ratified the appointment of PricewaterhouseCoopers LLP as auditors of the Company until the next annual meeting of the shareholders of the Company or until a successor is appointed and authorized the Company’s Audit Committee of the Board of Directors to fix their remuneration:

Votes For **Withheld** **Broker Non-Votes**

262,603,966 2,301,855 1

Proposal 4:

The Company's shareholders approved a non-binding resolution approving the compensation of the Company's "Named Executive Officers":

Votes For **Votes Against** **Abstain** **Broker Non-Votes**

156,592,282 44,756,945 953,065 62,603,536

Item 7.01 Regulation FD Disclosure

On May 7, 2018, the Company issued a press release announcing the election of directors and voting results from the Annual Meeting. The press release is attached hereto as Exhibit 99.1.

The information contained in the press release attached hereto is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number Description

| | |
|-------------|---|
| <u>99.1</u> | Press release, dated May 7, 2018 issued by NOVAGOLD RESOURCES INC. relating to voting results from its Annual Meeting |
|-------------|---|

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: May 7, 2018 NOVAGOLD
RESOURCES INC.

By: /s/ David A. Ottewell

David A. Ottewell
Vice President and
Chief Financial
Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
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