

NOVAGOLD RESOURCES INC
Form S-8
June 08, 2006

As filed with the Securities and Exchange Commission
on June 8, 2006

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 Graville Street
Vancouver, British Columbia
Canada V6C 1S4
(604) 669-6227**

Address of Principal Executive Offices

2004 Stock Option Plan of NovaGold Resources Inc.

(Full titles of the plans)

**DL Services, Inc.
1420 Fifth Avenue, Suite 3400
Seattle, Washington 98101**

(Name and address of agent for service)

(206) 903-8800

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

With a copy to
**Kenneth G. Sam
Dorsey & Whitney LLP
Republic Plaza Building, Suite 4700
370 Seventeenth Street
Denver, Colorado 80202-5647
(303) 629-3445**

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered ⁽¹⁾ | Amount to be Registered ⁽²⁾ | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|--|---|---|----------------------------|
| Common Shares issuable pursuant to options available for issuance under the Plan | 1,708,671 | US\$12.03 ⁽³⁾ | US\$20,555,312.13 | US\$2,199.42 |
| Total | 1,708,671 | US\$12.03 ⁽³⁾ | US\$20,555,312.13 | US\$2,199.42 |

- (1) Common Shares, without par value, offered by the Company pursuant to the Plan described herein.
- (2) 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.
- (3) 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 June 6, 2006, as quoted on The American Stock Exchange (AMEX), which was US\$12.03 per share.

This registration statement on Form S-8 registers common shares of NovaGold Resources Inc. (the Registrant) to be issued pursuant to the exercise of options or rights granted under 2004 Stock Option Plan of NovaGold Resources Inc. adopted May 11, 2004, as amended April 25, 2005 and March 10, 2006. This registration statement also amends Form S-8 filed on July 13, 2004 (File No. 333-117370).

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The documents listed in (a) through (c) 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 28, 2006;
- (b) The Registrant's current reports on Form 6-K filed with the Securities Exchange Commission on January 23, 2006, January 25, 2006, February 3, 2006, February 8, 2006, February 13, 2006, February 28, 2006, March 1, 2006, April 17, 2006, May 26, 2006 and June 1, 2006; and
- (c) The Registrant's Registration Statement on Form F-10 filed with the Securities and Exchange Commission on January 24, 2006 and its amendment on Form F-10/A filed with the Securities and Exchange Commission on February 2, 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> |
|---------------------------|--|
| <u>4.1</u> | <u>2004 Stock Option Plan of NovaGold Resources Inc. adopted May 11, 2004, as amended April 25, 2005 and March 10, 2006.</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> |
| <u>24.1</u> | <u>Power of Attorney (included in signature page)</u> |

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-3, Form S-8, or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic 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.

- B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934, as amended) that is incorporated by reference in the Registration Statement 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.
- C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 8 day of June, 2006.

NOVAGOLD RESOURCES INC.

By: /s/ Rick Van Nieuwenhuyse

Name: Rick Van Nieuwenhuyse

Title: President and CEO
(Principal Executive Officer)

By: /s/ R.J. (Don) MacDonald

Name: R.J. (Don) MacDonald

Title: Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

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 date indicated.

| Signature | Title | Date |
|---|---|--------------|
| <u>/s/ Rick Van Nieuwenhuyse</u> Rick Van Nieuwenhuyse | President, CEO and Director (Principal Executive Officer) | June 8, 2006 |
| <u>/s/ R.J. (Don) MacDonald</u> R.J. (Don) MacDonald | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | June 8, 2006 |
| <u>/s/ George Brack</u> George Brack | Director | June 8, 2006 |
| <u>/s/ Gerald J. McConnell</u> Gerald J. McConnell | Director | June 8, 2006 |
| <u>/s/ Cole McFarland</u> Cole McFarland | Director | June 8, 2006 |
| <u>/s/ James Philip</u> James Philip | Director | June 8, 2006 |

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Rick Van Nieuwenhuyse and R.J. (Don) MacDonald, his attorney-in-fact, with the power of substitution, for them in any and all capacities, to sign any amendments to this registration statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

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

| Signature | Title | Date |
|---|---|--------------|
| <u>/s/ Rick Van Nieuwenhuyse</u> Rick Van Nieuwenhuyse | President, CEO and Director (Principal Executive Officer) | June 8, 2006 |
| <u>/s/ R.J. (Don) MacDonald</u> R.J. (Don) MacDonald | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | June 8, 2006 |
| <u>/s/ George Brack</u> George Brack | Director | June 8, 2006 |
| <u>/s/ Gerald J. McConnell</u> Gerald J. McConnell | Director | June 8, 2006 |
| <u>/s/ Cole MacFarland</u> Cole MacFarland | Director | June 8, 2006 |
| <u>/s/ James Philip</u> James Philip | Director | June 8, 2006 |

EXHIBIT INDEX

**Exhibit
Number**

Exhibit

4.1 2004 Stock Option Plan of NovaGold Resources Inc. adopted May 11, 2004, as amended April 25, 2005 and March 10, 2006.

5.1 Opinion and Consent of McInnes Cooper

23.1 Consent of McInnes Cooper (included in Exhibit 5.1)

23.2 Consent of PricewaterhouseCoopers LLP

24.1 Power of Attorney (included in signature page)

7
