

NOVAGOLD RESOURCES INC  
Form SC TO-I  
April 02, 2013

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

\_\_\_\_\_  
SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

\_\_\_\_\_  
NOVAGOLD RESOURCES, INC.  
(Name of Subject Company (Issuer))  
NOVAGOLD RESOURCES, INC.  
(Name of Filing Person (Offeror))

\_\_\_\_\_  
5.50% Convertible Notes due 2015  
(Title of Class of Securities)

66987E AA5  
(CUSIP Number of Class of Securities)

David L. Deisley  
General Counsel  
NOVAGOLD RESOURCES INC.  
201 S. Main Street Street, Suite 400  
Salt Lake City, UT 84111  
(801) 639-0511

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of  
filing person)

\_\_\_\_\_  
Copies to:

Christopher J. Barry  
Kimberley R. Anderson  
Dorsey and Whitney LLP  
Columbia Center  
701 Fifth Avenue, Suite 6100  
Seattle, WA 98104-7043  
(206) 903-8803

CALCULATION OF FILING FEE

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Transaction Valuation\*  
\$95,000,000

Amount of Filing Fee\*\*  
\$12,958

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\* The transaction value is estimated only for purposes of calculating the filing fee. The purchase price of the 5.50% Convertible Notes due 2015 (the "Notes"), as described herein, is equal to 100% of the principal amount of those Securities. As of April 2, 2013, there was \$95,000,000 aggregate principal amount of the Securities outstanding, resulting in an aggregate maximum purchase price of \$95,000,000.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$136.40 for each \$1,000,000 of transaction value.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	Not applicable
Form or Registration No.:	Not applicable
Filing Party:	Not applicable
Date Filed:	Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

## INTRODUCTORY STATEMENT

As required by, pursuant to the terms of, and subject to the conditions set forth in, the Indenture, dated as of March 26, 2008, as supplemented by Supplemental Indenture No. 1 dated as of March 26, 2008 (the “Indenture”), between NOVAGOLD RESOURCES INC., a corporation duly organized and existing under the laws of the Province of Nova Scotia (the “Company”), and The Bank of New York as Trustee (the “Trustee”), relating to the Company’s 5.50% Convertible Notes due 2015 (the “Notes”), this Tender Offer Statement on Schedule TO (“Schedule TO”) is filed by the Company with respect to the right of each holder (the “Holder”) of the Notes, at such Holder’s option, to sell (the “Put Option”) and the obligation of the Company to purchase the Notes, as set forth in the Company’s Put Option Notice to Holders of 5.5% Convertible Notes due 2015, dated April 2, 2013, filed as an exhibit to this Schedule TO (as amended or supplemented from time to time, the “Issuer Put Right Notice”).

This Schedule TO is intended to satisfy the disclosure requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

Items 1 through 9.

As permitted by General Instruction F to Schedule TO, all of the information set forth in the Issuer Put Right Notice is incorporated by reference into this Schedule TO.

Item 10. Financial Statements.

Pursuant to Instruction 2 to Item 10 of Schedule TO, the Company’s financial condition is not material to a Holder’s decision whether to put the Notes to the Company because (i) the consideration being paid to Holders surrendering Notes consists solely of cash, (ii) the Put Right is not subject to any financing conditions, (iii) the Put Right applies to all outstanding Notes and (iv) the Company is a reporting company under Section 13(a) of the Securities Exchange Act of 1934, as amended, that files reports electronically on EDGAR.

Item 11. Additional Information.

Not applicable.

Item 12. Exhibits.

See Exhibit Index immediately following the signature page.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NOVAGOLD RESOURCES INC.

By: /s/ David A. Ottewell  
David A. Ottewell

Title: Vice President and Chief Financial Officer

Date: April 2, 2013

EXHIBIT INDEX

Exhibit Number	Description
99(a)(1)(A)	Issuer Put Right Notice to Holders of 5.50% Convertible Notes due 2015, dated April 2, 2013, including form of Repurchase Notice and form of Withdrawal Notice
99(a)(1)(B)	IRS Form W-9
99(a)(5)	Press release dated April 2, 2013
99(d)(1)	Supplemental Indenture No. 1, dated as of March 26, 2008, to the Indenture, dated as of March 26, 2008, between the Company and the Trustee (incorporated by reference to Exhibit 99.1 to the Company's Report of Foreign Private Issuer on Form 6-K filed on March 26, 2008)
99(d)(2)	Form of Indenture between the Company and the Trustee (incorporated by reference to Exhibit 7.1 to Amendment No.1 to the Company's Registration Statement on Form F-10 filed on April 16, 2007)