

NOVAGOLD RESOURCES INC
Form SC 13G/A
February 14, 2013

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 1)*

NovaGold
Resources Inc.
(Name of
Issuer)

Common Stock
(Title of Class
of Securities)

66987E206
(CUSIP
Number)

December 31,
2012
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 10

Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | Vinik Offshore Fund, Ltd. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Cayman Islands |
| 5 | SOLE VOTING POWER |
| 6 | - 0 - SHARED VOTING POWER |
| 7 | 8,515,842 SOLE DISPOSITIVE POWER |
| 8 | - 0 - SHARED DISPOSITIVE POWER |
| 9 | 8,515,842 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 8,515,842 .. |

11

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12

2.73%
TYPE OF
REPORTING
PERSON

CO

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Vinik Fund, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | - 0 - SHARED VOTING POWER |
| 7 | 6,707,075 SOLE DISPOSITIVE POWER |
| 8 | - 0 - SHARED DISPOSITIVE POWER |
| 9 | 6,707,075 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 6,707,075 CHECK BOX IF THE |

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 2.16%
TYPE OF
REPORTING
PERSON

PN

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Vinik Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | - 0 - SHARED VOTING POWER |
| 7 | 71,439 SOLE DISPOSITIVE POWER |
| 8 | - 0 - SHARED DISPOSITIVE POWER |
| 9 | 71,439 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 71,439 CHECK BOX IF THE |

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 Less than 0.02%
TYPE OF
REPORTING
PERSON

PN

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | Vinik Asset Management, L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | SHARED VOTING POWER |
| 7 | 15,294,356 SOLE DISPOSITIVE POWER |
| 8 | SHARED DISPOSITIVE POWER |
| 9 | 15,294,356 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 15,294,356 .. |

| | |
|----|--|
| 11 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
|----|--|

| | |
|----|---|
| 12 | 4.92% TYPE OF REPORTING PERSON |
|----|---|

PN

Item 1(a). NAME OF ISSUER

The name of the issuer is NovaGold Resources Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at Suite 2300-200 Granville St., Vancouver, BC V6C 1S4, Canada.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

- (i) Vinik Offshore Fund, Ltd., an exempted company incorporated under the laws of the Cayman Islands ("VOF"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly held by it;
- (ii) Vinik Fund, L.P., a limited partnership organized under the laws of the State of Delaware, United States ("VF"), with respect to the shares of Common Stock directly held by it;
- (iii) Vinik Partners, L.P., a limited partnership organized under the laws of the State of Delaware, United States ("VP"), with respect to the shares of Common Stock directly held by it;
- (iv) Vinik Asset Management, L.P., a limited partnership organized under the laws of the State of Delaware, United States ("VAM"), with respect to the shares of Common Stock directly held by VOF, VF and VP;

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of VOF is 89 Nexus Way, 2nd Floor, Camana Bay, P.O. Box 31106, Grand Cayman, KY1-1205, Cayman Islands. The address of the business office of each of VF, VP and VAM is 260 Franklin Street, Boston, Massachusetts 02110.

Item 2(c). CITIZENSHIP

VOF is a an exempted company incorporated under the laws of the Cayman Islands.VF, VP and VAM are limited partnerships organized under the laws of the State of Delaware, United States.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, no par value (the "Common Stock")

Item 2(e). CUSIP NUMBER

66987E206

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4 OWNERSHIP

The percentages used herein are calculated based upon 311,100,000 shares of

Common Stock
issued and
outstanding as
of December
31, 2012, as
reflected in the
Form 6-k filed
by the
Company on
January 2,
2013.

CUSIP No. 66987E206 13G/A Page 8 of 10 Pages

A. VOF

- (a) Amount beneficially owned: 8,515,842
- (b) Percent of class: 2.73%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 8,515,842
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 8,515,842

B. VF

- (a) Amount beneficially owned: 6,707,075
- (b) Percent of class: 2.16%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 6,707,075
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 6,707,075

C. VP

- (a) Amount beneficially owned: 71,439
- (b) Percent of class: Less than .02%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 71,439
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 71,439

D. VAM

- (a) Amount beneficially owned: 15,294,356
- (b) Percent of class: 4.92%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 15,294,356
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 15,294,356

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [X]

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY
7. BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 66987E206 13G/A Page 10 of 10 Pages

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2013

VINIK OFFSHORE
FUND, LTD.

By: Vinik Asset
Management, L.P.,
as its Investment
Manager

By: /s/ Jeffrey Vinik
Name: Jeffrey
Vinik
Title: Authorized
Person

VINIK FUND, L.P.

By: Vinik Asset
Management, L.P.,
as its Investment
Manager

By: /s/ Jeffrey Vinik
Name: Jeffrey
Vinik
Title: Authorized
Person

VINIK
PARTNERS, L.P.

By: Vinik Asset
Management, L.P.,
as its Investment
Manager

By: /s/ Jeffrey Vinik
Name: Jeffrey
Vinik

Title: Authorized
Person

VINIK ASSET
MANAGEMENT,
L.P.

By: Vinik Asset
Management,
L.L.C., as its
General Partner

By: /s/ Jeffrey Vinik
Name: Jeffrey
Vinik
Title: Managing
Member