

# SECURITIES AND EXCHANGE COMMISSION

## FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

Filing Date: **2012-04-30** | Period of Report: **2012-04-27**  
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### FILER

#### **NOVAGOLD RESOURCES INC**

CIK: [1173420](#) | IRS No.: **000000000** | State of Incorporation: **A5** | Fiscal Year End: **1130**  
Type: **6-K** | Act: **34** | File No.: **001-31913** | Film No.: **12791322**  
SIC: **1040** Gold and silver ores

#### Mailing Address

*SUITE 2300  
200 GRANVILLE STREET  
VANCOUVER A1 V6C 1S4*

#### Business Address

*SUITE 2300  
200 GRANVILLE STREET  
VANCOUVER A1 V6C 1S4  
604-669-6227*

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **April, 2012**

Commission File Number: **001-31913**

**NOVAGOLD RESOURCES INC.**

(Translation of registrant's name into English)

**Suite 2300 – 200 Granville Street, PO Box 24**

**Vancouver, BC Canada V6C 1S4**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**SUBMITTED HEREWITH**

Exhibits

[99.1 Material Change Report dated April 27, 2012](#)

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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, thereunto duly authorized.

**NovaGold Resources Inc.**  
(Registrant)

Date: April 27, 2012

By: /s/ Elaine Sanders  
Elaine Sanders

Title: Officer

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**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Reporting Issuer**

NovaGold Resources Inc. (“NovaGold” or the “Company”)  
Suite 2300  
200 Granville Street  
Vancouver, BC V6C 1S4

**Item 2. Date of Material Change**

April 17, 2012

**Item 3. News Release**

A press release announcing the material changes referred to in this report was disseminated by Marketwire on April 17, 2012, and both filed on SEDAR at [www.sedar.com](http://www.sedar.com) and EDGAR at [www.sec.gov](http://www.sec.gov).

**Item 4. Summary of Material Change**

On April 17, 2012 NovaGold announced the NovaGold is on schedule with the NovaCopper spin-out.

**Item 5. 5.1 - Full Description of Material Change**

On April 17, 2012 NovaGold announced that it will be implementing the previously approved spin-off of NovaCopper Inc. (“NovaCopper”) on schedule and as planned Monday, April 30, 2012 to NovaGold shareholders of record as of the close of business on Friday, April 27, 2012 (the “Record Date”).

NovaGold shareholders overwhelmingly voted in favor of the special resolution on March 28, 2012, approving the announced spin-out of NovaCopper, a wholly- owned subsidiary of NovaGold, at a ratio of one NovaCopper share for every six NovaGold shares. Therefore, no action is required by NovaGold shareholders in order to receive shares of NovaCopper, and NovaGold shareholders will retain their NovaGold share certificates. Shareholders entitled to receive NovaCopper shares will receive a book-entry account statement or share certificate reflecting their ownership of NovaCopper shares, or their brokerage account will be credited with the shares.

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NovaGold expects that a "when-issued" public trading market for NovaCopper common shares will commence on both the Toronto Stock Exchange ("TSX") and the NYSE Amex LLC ("NYSE-AMEX") on or after April 25, 2012 under the symbols NCQ and NCQ WI, respectively, and will continue through to the date that NovaCopper Shares are distributed (the "Distribution Date"), which will take place during the day on April 30, 2012. NovaGold also anticipates that "regular way" trading of NovaCopper common shares under the symbol NCQ will begin on May 1, 2012, being the first trading day following the Distribution Date.

Beginning on or after April 25, 2012, and through the Distribution Date, it is expected that there will be two ways to trade NovaGold common shares – either with or without the right to receive shares of NovaCopper. Shareholders who sell their shares of NovaGold in the "regular-way" market (that is, the normal trading market on the TSX or NYSE-AMEX under the symbol NG) on or after April 25, 2012 and on or prior to the Distribution Date will be selling their right to receive shares of NovaCopper in connection with the distribution. It is anticipated that shares of NovaGold will also trade ex-distribution (that is, will not have the right to receive shares of NovaCopper) during that same period under the symbols NG.W on the TSX or NG WI on NYSE-AMEX.

Investors are encouraged to consult with their financial advisors regarding the specific implications of buying or selling shares of NovaGold or NovaCopper on or before the Distribution Date.

### **5.2 - Disclosure for Restructuring Transactions**

None.

**Item 6. Reliance on subsection 7.1(2) and (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

The following senior officer of NovaGold is knowledgeable about the material change and may be contacted by any of the Securities Commissions with respect to the change:

Elaine Sanders  
Telephone: (604) 669-6227  
Fax: (604) 669-6272

**Item 9. Date of Report**

April 27, 2012

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