

NOVAGOLD RESOURCES INC  
Form SC 14D9/A  
August 22, 2006

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## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

### SCHEDULE 14D-9

Solicitation/Recommendation Statement under Section 14(d)(4) of the Securities Exchange Act of 1934

(Amendment No. 2)

### **NovaGold Resources Inc.**

(Name of Subject Company)

*NovaGold Resources Inc.*

(Name of Persons Filing Statement)

*Common Shares*

(Title of Class of Securities)

66987E206

(CUSIP Number of Class of Securities)

Rick Van Nieuwenhuyse  
NovaGold Resources Inc.  
Suite 2300  
200 Granville Street  
Vancouver, BC V6C 1S4  
Canada  
(604) 669-6227

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

Copy to:

William F. Sirett  
Borden Ladner Gervais LLP  
200 Burrard Street, #1200  
Vancouver, BC V7X 1T2  
Canada  
(604) 640-4147

Christopher J. Barry  
Dorsey & Whitney LLP  
1420 Fifth Avenue  
Suite 3400  
Seattle, WA 98101  
USA  
(206) 903-8800

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

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## Edgar Filing: NOVAGOLD RESOURCES INC - Form SC 14D9/A

This Amendment No. 2 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended, the "Statement") initially filed by NovaGold Resources Inc. ("NovaGold" or the "Company") with the Securities and Exchange Commission on August 14, 2006 relating to the tender offer (the "Barrick Offer") made by Barrick Gold Corporation for all of the common shares of NovaGold Resources Inc. ("NovaGold" or the "Company"). The terms and conditions of the Barrick Offer are set forth in the Offer and Circular of Barrick, dated August 4, 2006 (the "Tender Offer Bid Circular"). The Tender Offer Bid Circular has been filed by Barrick with the U.S. Securities Exchange Commission as part of a Tender Offer Statement on Schedule TO (as amended or supplemented the "Schedule TO"), which includes information required to be reported under Rule 14d-3 of the Security Exchange Act of 1934, as amended. The Schedule TO was initially filed by Barrick on August 4, 2006.

In connection with the Barrick Offer, the Company's board of directors has prepared a directors' circular, dated August 14, 2006 (the "Directors' Circular"), pursuant to applicable securities laws in Canada. The Directors' Circular was filed as exhibit (a)(2)(A) to the initial Schedule 14D-9. Capitalized terms used herein and not defined herein have the respective meanings assigned to such terms in the Directors' Circular.

### Item 8. ADDITIONAL INFORMATION

Item 8 is hereby amended and supplemented as follows:

The Company updated the powerpoint slide presentation for use in connection with investor presentations regarding the Barrick Offer and the recommendations of the Special Committee and the Board of Directors with respect to the Barrick Offer. A copy of the revised presentation has been filed herewith as Exhibit (a)(2)(E).

The Company issued a press release with respect to developments at the Rock Creek gold mine on August 22, 2006. A copy of the press release has been filed herewith as Exhibit (a)(2)(F).

### Item 9. EXHIBITS

Item 9 is hereby amended and supplemented to include the following exhibits:

<b>Exhibit</b>	<b>Description</b>
(a)(2)(E)	Powerpoint slide presentation of NovaGold Resources Inc. (filed herewith)
(a)(2)(F)	Press release of NovaGold Resources Inc, dated August 22, 2006 (filed herewith)

**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.

Dated: August 22, 2006

NOVAGOLD RESOURCES INC.

By:           /s/ Douglas Brown          

Name: Douglas Brown  
Title: Vice President Business Development

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
(a)(2)(A)	Directors' Circular, dated August 14, 2006*
(a)(2)(B)	Press release of NovaGold Resources Inc., dated August 14, 2006*
(a)(2)(C)	Press release of NovaGold Resources Inc., dated August 14, 2006*
(a)(2)(D)	Powerpoint slide presentation of NovaGold Resources Inc.*
(a)(2)(E)	Powerpoint slide presentation of NovaGold Resources Inc. (filed herewith)
(a)(2)(F)	Press release of NovaGold Resources Inc., dated August 22, 2006 (filed herewith)
(e)(1)	Mining Venture Agreement, dated November 13, 2002 by and between NovaGold Resources Alaska, Inc. and Placer Dome U.S. Inc.*

\*  
Previously filed.

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