

NOVAGOLD RESOURCES INC  
Form 6-K  
February 28, 2006

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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 **February, 2006**

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): “

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes “ No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**SUBMITTED HEREWITH**

Exhibits

99.1 Underwriting Agreement dated June 24, 2005

99.2 Share Purchase Warrant Indenture dated July 7, 2005

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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: February 27, 2006

By: */s/ Elaine Sanders*

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Elaine Sanders  
Title: Controller