

NOVAGOLD RESOURCES INC
Form SC 13G
August 13, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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

NovaGold Resources Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

66987E206
(CUSIP Number)

August 2, 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).

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1 NAME OF REPORTING PERSON
 Vinik Offshore Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A(a) "
 GROUP (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | - 0 - |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 8,621,056 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | - 0 - |
| PERSON WITH: | 8 | SHARED DISPOSITIVE POWER |
| | | 8,621,056 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 8,621,056

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES "

11 CERTAIN SHARES
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.08%

12 TYPE OF REPORTING PERSON
 CO

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| | | |
|--------------|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Vinik Fund, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A(a) " | |
| | GROUP | (b) x |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | - 0 - |
| SHARES | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | 6,784,100 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | - 0 - |
| PERSON WITH: | 8 | SHARED DISPOSITIVE POWER |
| | | 6,784,100 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 6,784,100 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES " | |
| | CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 2.42% | |
| 12 | TYPE OF REPORTING PERSON | |
| | PN | |

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| | | |
|--------------|--|----------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Vinik Partners, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A(a) " | |
| | GROUP | (b) x |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | - 0 - |
| SHARES | | 6 SHARED VOTING POWER |
| BENEFICIALLY | 6 | 71,700 |
| OWNED BY | | 7 SOLE DISPOSITIVE POWER |
| EACH | 7 | - 0 - |
| REPORTING | | 8 SHARED DISPOSITIVE POWER |
| PERSON WITH: | 8 | 71,700 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 71,700 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES " | |
| | CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | Less than 0.01% | |
| 12 | TYPE OF REPORTING PERSON | |
| | PN | |

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1 NAME OF REPORTING PERSON
 Vinik Asset Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A(a) "
 GROUP (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

| | |
|--------------|--------------------------|
| 5 | SOLE VOTING POWER |
| NUMBER OF | -0- |
| SHARES | SHARED VOTING POWER |
| 6 | 15,476,856 |
| BENEFICIALLY | SOLE DISPOSITIVE POWER |
| OWNED BY | -0- |
| 7 | SHARED DISPOSITIVE POWER |
| EACH | 15,476,856 |
| 8 | |
| REPORTING | |
| PERSON WITH: | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 15,476,856

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES "

11 CERTAIN SHARES
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.53%

12 TYPE OF REPORTING PERSON
 PN

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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 279,500,000 shares of Common Stock issued and outstanding as of May 31, 2012, as reflected on the Company's website.

A. VOF

- (a) Amount beneficially owned: 8,621,056
- (b) Percent of class: 3.08%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 8,621,056
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition of: 8,621,056

B. VF

- (a) Amount beneficially owned: 6,784,100

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- (b) Percent of class: 2.42%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 6,784,100
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 6,784,100

C. VP

- (a) Amount beneficially owned: 71,700
 - (b) Percent of class: Less than .01%
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 71,700
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 71,700
-

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D. VAM

- | | |
|-----|--|
| (a) | Amount beneficially owned: 15,476,856 |
| (b) | Percent of class: 5.53% |
| (c) | (i) Sole power to vote or direct the vote: -0- |
| | (ii) Shared power to vote or direct the vote: 15,476,856 |
| | (iii) Sole power to dispose or direct the disposition: -0- |
| | (iv) Shared power to dispose or direct the disposition: 15,476,856 |

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

Not applicable.

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

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY 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.

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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: August 13, 2012

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

EXHIBIT 1

JOINT FILING AGREEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: August 13, 2012

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