

NOVAGOLD RESOURCES INC

Form SC TO-T/A

September 01, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE TO/A
Tender Offer Statement under Section 14(d)1 or 13(e)(1)
of the Securities Exchange Act of 1934**

(Amendment No. 5)

NOVAGOLD RESOURCES INC.

(Name of Subject Company (issuer))

BARRICK GOLD CORPORATION

(Name of Filing Person (offeror))

Common Shares

(Title of Class of Securities)

66987E206

(CUSIP Number of Class of Securities)

Sybil E. Veenman

Vice President, Assistant General Counsel, and Secretary

BCE Place, Canada Trust Tower

161 Bay Street, Suite 3700

P.O. Box 212

Toronto, Canada M5J 2S1

(416) 861-9911

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

CALCULATION OF FILING FEE

Transaction Valuation⁽¹⁾ \$1,020,858,842.43

Amount of Filing Fee⁽²⁾ \$109,231.92

- (1) Estimated solely for the purpose of calculating the fee in accordance with Rule 0-11 of the Securities Exchange Act of 1934 (the Exchange Act). The transaction valuation has been estimated on the basis of the securities to be acquired in the United States only. The number of securities to be acquired in the United States has been estimated on the basis of the aggregate trading volume on the national securities exchanges in the United States over the 12 calendar month period prior to August 1, 2006 as a percentage of the total aggregate volume on the national securities exchanges in both the United States and Canada over the same period.
- (2) The amount of the Fee has been calculated in accordance with Rule 0-11 of the Exchange Act and based on (a) 70,404,058, which is the estimated number of NovaGold common shares to be acquired in the United States on a fully diluted basis as of August 3, 2004, and (b) \$14.50, which is the per share tender offer price.
- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$109,231.92

Form or Registration No.: Schedule TO

Filing Party: Barrick Gold Corporation

Date Filed: August 4, 2006

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.
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This Amendment No. 5 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed on August 4, 2006 (as so amended, the Schedule TO) filed by Barrick Gold Corporation, a corporation incorporated under the laws of the Province of Ontario (Barrick).

The Schedule TO relates to the offer by Barrick to purchase all of the issued and outstanding common shares of NovaGold Resources Inc., a company incorporated under the laws of the Province of Nova Scotia (NovaGold), including common shares that may become issued and outstanding after the date of the Offer but before the Expiry Time of the Offer upon the conversion, exchange or exercise of options, warrants or other securities of NovaGold that are convertible into or exchangeable or exercisable for common shares, together with the associated rights issued under the Shareholder Rights Plan of NovaGold (collectively, the Common Shares), at a price of US\$14.50 cash per Common Share.

The Offer is subject to the terms and conditions set forth in Barrick s offer and related circular dated August 4, 2006 (the Offer and Circular).

As permitted by General Instruction F to Schedule TO, the information set forth in the entire Notice of Change in Information, including Schedule A thereto, is hereby expressly incorporated by reference in response to Items 1 through 9 and 11 of this Schedule TO and is supplemented by the information specifically provided herein.

Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented by adding the following:

| Exhibit | Description |
|------------------|--|
| (a)(1)(F) | Notice of Change in Information, dated September 1, 2006 |

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.

BARRICK GOLD CORPORATION

By: /s/ Sybil E. Veenman
Name: Sybil E. Veenman
Title: Vice President, Assistant General
Counsel and Secretary

Date: September 1, 2006

EXHIBIT INDEX

| Exhibit | Description |
|------------------|--|
| (a)(1)(F) | Notice of Change in Information, dated September 1, 2006 |