

NOVAGOLD RESOURCES INC

Form SC TO-T/A

October 13, 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. 16)

**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)

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**CALCULATION OF FILING FEE**

**Transaction Valuation<sup>(1)</sup>**

\$1,020,858,842.43

**Amount of Filing Fee<sup>(2)</sup>**

\$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.

- o amendment to Schedule 13D under Rule 13d-2.
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This Amendment No. 16 (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 existing 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 supplemented by the Notice of Change in Information, dated September 1, 2006, and as amended and supplemented by the Notice of Extension, dated September 15, 2006, the Notice of Extension, dated September 29, 2006 and the Notice of Extension dated October 12, 2006, filed herewith as Exhibit (a)(1)(I) (the Third Notice of Extension ).

Capitalized terms used herein and not defined herein have the respective meanings assigned to such terms in the Offer and Circular, as supplemented and amended. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

#### **Item 4. Terms of the Transaction**

By delivery of the Third Notice of Extension to the Depository on October 12, 2006, Barrick formally amended the Offer in order to, among other things, extend the Offer to 9:00 p.m. (Toronto Time) on October 24, 2006, unless further extended or withdrawn. Additionally, on October 12, 2006 Barrick issued a press release announcing such extension.

#### **Item 11. Additional Information**

On October 10, 2006 the Securities and Exchange Commission granted to Barrick an exemption from (a) Rule 14d-11 under the US Securities Exchange Act of 1934, as amended (the US Exchange Act ) to permit Barrick to keep a subsequent offering period open to the later of 21 US Business Days following the expiration of the initial offering period and April 4, 2007; (b) Rule 14d-11(e) under the US Exchange Act to permit Barrick to take up and pay for Common Shares tendered during any subsequent offering period within ten calendar days of the date the Common Shares are deposited under the Offer; and (c) Rule 14e-5 under the US Exchange Act to permit Barrick and any other persons acting for the account or benefit of Barrick to purchase or arrange to purchase, directly or indirectly, Common Shares otherwise than pursuant to the Offer, subject to certain conditions, including the condition that no purchases or arrangements to purchase Common Shares other than pursuant to the Offer be made in the US.

#### **Item 12. Exhibits.**

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

| <b>Exhibit</b>   | <b>Description</b>                          |
|------------------|---|
| <b>(a)(1)(I)</b> | Notice of Extension, dated October 12, 2006 |
| <b>(a)(5)(V)</b> | Press release, dated October 12, 2006       |

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**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: October 13, 2006

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| <b>Exhibit</b>   | <b>Description</b>                          |
|------------------|---|
| <b>(a)(1)(I)</b> | Notice of Extension, dated October 12, 2006 |
| <b>(a)(5)(V)</b> | Press release, dated October 12, 2006       |