

NORTHERN DYNASTY MINERALS LTD  
Form 6-K  
May 30, 2014

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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 **May 29, 2014**

Commission File Number: **001-32210**

**NORTHERN DYNASTY MINERALS LTD.**

(Translation of registrant's name into English)

**1500-1040 West Georgia Street, Vancouver, BC V6E 4H1**

(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 [ x ] 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): [        ]

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**SUBMITTED HEREWITH**

Exhibits

99.1 Shareholder Rights Plan Agreement

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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.

**NORTHERN DYNASTY  
MINERALS LTD.**  
(Registrant)

Date: May 29, 2014

By: */s/ Trevor Thomas*

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Trevor Thomas  
Title: Secretary